

P02000063285

SECRETARY OF
DIVISION OF
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Rec'd cert. 2/26

Restated art. & N/C

V SHEPARD FEB 26 2003

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.
THOMAS R. RAY

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

February 4, 2003

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Restatement for North Florida
Hospitalists, Inc. (formerly known as North
Florida Hospitalists, P.A.)
Check for \$35.00

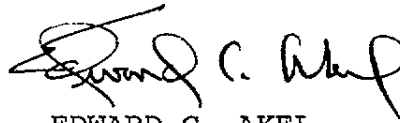
Dear Sir:

We enclose the referenced corporate instrument, in duplicate, together with our check for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your cooperation and assistance.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosures

cc: Kevin W. Wolfe, M.D.
Matthew E. Edelman, C.P.A.



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 14, 2003

EDWARD C. AKEL
ONE INDEPENDENT DR., STE. 2301
JACKSONVILLE, FL 32202-5059

SUBJECT: NORTH FLORIDA HOSPITALISTS, P.A.
Ref. Number: P02000063285

We have received your document for NORTH FLORIDA HOSPITALISTS, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 903A00010053

DIVISION OF CORPORATIONS

03 FEB 24 AM 8:54

RECEIVED

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

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February 19, 2003

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Attention: Velma Shepard

Re: North Florida Hossphospitalists, P.A.
Letter Number: 903A00010053

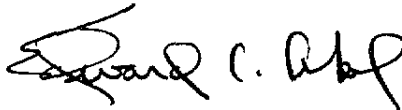
Dear Ms. Shepard:

In connection with your letter dated February 14, 2003 (copy enclosed), the Articles of Restatement have been revised to delete the words "initial" and "first".

Should you have any questions or require anything further, please contact the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosure

FEB-26-03 WED 04:28 PM

FAX NO.

P. 01/02

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.
1 Independent Drive · Suite 2301 · Jacksonville, Florida 32202
Telephone (904) 356-6311 · Facsimile (904) 356-7330

F A C S I M I L E L E T T E R

DATE: February 26, 2003
TO: Velma Shepard
Secretary of State
Facsimile (850) 245-6897
PAGES: 2
FROM: Edward C. Akel, Attorney
RE: North Florida Hospitalists, P.A.
Ref. Number;; P02000063285

Ms. Shepard:

In accordance with your letter dated February 14, 2003,
attached is copy of Certificate as to Articles of Restatement.
Should you require anything further, please let me know.

Please call if any problems with this transmission. The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the person named above. If you are not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this facsimile in error, please notify us by telephone immediately so that we can retrieve the documents at no cost to you. Thank you.

ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
NORTH FLORIDA HOSPITALISTS, INC.
(formerly known as NORTH FLORIDA HOSPITALISTS, P.A.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 FEB 26 PM 4:44

The undersigned President and Chairman of the Board of Directors of this corporation, acting by direction and authorization of the Board of Directors of this corporation, hereby presents these Articles of Restatement of the Articles of Incorporation of this corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: NORTH FLORIDA HOSPITALISTS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state, including but not limited to the practice of medicine and other related services through licensed physicians and other licensed practitioners.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and franchises, rights, licenses or privileges necessary, convenient appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real

and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Shares of Common Stock of
par value of \$0.10 per share.

The shareholders shall not have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually, and its corporate existence as re-stated shall begin 12:01 a.m. on date of inception for tax and accounting purposes.

ARTICLE V

The Board of Directors may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

425 No. Lee Street, Suite 202
Jacksonville, Florida 32204

ARTICLE VI

The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. The number of directors shall be three (3).

ARTICLE VII

The name and post office address of the members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Kevin W. Wolfe, M.D.	425 North Lee Street, Suite 202 Jacksonville, Florida 32204
Stuart Z. Millstone, M.D.	1893 Kingsley Avenue, Suite C Orange Park, Florida 32073
Mitchell S. Rothstein, M.D.	425 North Lee Street, Suite 202 Jacksonville, Florida 32204

ARTICLE VIII

The name and post office address of each incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
KEVIN W. WOLFE, M.D.	425 North Lee Street, Suite 202 Jacksonville, Florida 32204

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The registered office shall be 1 Independent Drive, Suite 2301, Jacksonville, Florida 32202, and the registered agent at that same address is EDWARD C. AKEL.

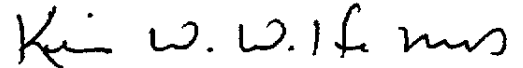
ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 16th day of December, 2002.



KEVIN W. WOLFE, M.D., President



KEVIN W. WOLFE, M.D., Chairman
of the Board of Directors

ACKNOWLEDGEMENT AND ACCEPTANCE
OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


EDWARD C. AKEL

CERTIFICATE AS TO
ARTICLES OF RESTATEMENT OF
ARTICLES OF INCORPORATION OF
NORTH FLORIDA HOSPITALISTS, P.A.

This Certificate is executed in connection with Articles of Restatement to the Articles of Incorporation of NORTH FLORIDA HOSPITALISTS, P.A. to re-state it into a corporation under the name NORTH FLORIDA HOSPITALISTS, INC. as follows:

1. The accompanying Articles of Restatement contain amendments to the Articles of Incorporation requiring shareholder approval and such amendments were approved by unanimous vote of all shareholders of this corporation entitled to vote and by the Board of Directors at a joint meeting held on this date.

2. The effective date of this restatement shall be on filing.

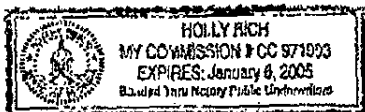
NORTH FLORIDA HOSPITALISTS, P.A.

By Kevin W. Wolfe, M.D.
Kevin W. Wolfe, M.D., President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this day of December, 2002, by KEVIN W. WOLFE, M.D., President and Chairman of the Board of Directors of NORTH FLORIDA HOSPITALISTS, P.A., a Florida corporation, on behalf of the corporation, ✓ personally known to me; ✓ who has produced a Florida Driver's License as identification and who did take an oath and personally appeared before me.



Holly Rich
Notary Public, State of Florida
Print Name: Holly Rich
Commission No.: 1-01-2005
My Commission expires: