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BASIC AMENDMENT

JUAN CARLOS ACEVEDO-CRESPO MD, PA

Certificate of Status	0
Certified Copy	1
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*Amended & Restored  
W/NAME CHANGE*

*RS/26/03 Dr*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 26, 2003

JUAN CARLOS ACEVEDO-CRESPO MD, PA  
3661 S. MIAMI AVENUE  
SUITE 610  
MIAMI, FL 33133

SUBJECT: JUAN CARLOS ACEVEDO-CRESPO MD, PA  
REF: P03000059559

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

THE CORPORATE NAME SHOULD READ AS FOLLOWS IN THE HEADING: JUAN CARLOS ACEVEDO-CRESPO MD, PA . THE REGISTERED AGENT ACCEPTANCE PAGE SHOULD HAVE THE CORPORATE NAME LISTED AS JUAN CARLOS ACEVEDO-CRESPO, M.D., P.A. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.

OUR RECORDS REFLECT THE ORIGINAL INCORPORATOR BEING BUSINESS FILINGS INCORPORATED, PLEASE CORRECT ARTICLE VI-INCORPORATOR ACCORDINGLY.

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

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Darlene Connell  
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 21, 2003

JUAN CARLOS ACEVEDO-CRESPO MD, PA  
3661 S. MIAMI AVENUE  
SUITE 610  
MIAMI, FL 33133

SUBJECT: JUAN CARLOS ACEVEDO-CRESPO MD, PA  
REF: P03000059559

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 245-6906.

Darlene Connell  
Document Specialist

FAX Aud. #: E03000258246  
Letter Number: 703A00047527

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
JUAN CARLOS ACEVEDO-CRESPO MD, PA**

The undersigned individual, licensed to practice the profession of medicine in the State of Florida, acting as the President of the Corporation, hereby submits, adopts and files pursuant to the provisions of Chapters 607 and 621 of the Florida Statute, the following Amended and Restated Articles of Incorporation pursuant to the provisions of Chapter 621 of the Florida Statutes otherwise known as the Florida Professional Service Corporation Act (the "Act") and Chapter 607 otherwise known as the Florida General Corporation Act (the "General Act"). The original Articles of Incorporation were filed on May 30, 2003 for the purpose of forming a Professional Service Corporation for profit under the Act. These Amended and Restated Article of Incorporation have been duly executed and adopted, and are being filed in accordance with Sections §621.13 of the Act and §607.1006 and §607.1007 of the General Act.

Pursuant to Section §621.13 of the Act and §607.1006 and §607.1007 of the General Act, the undersigned certifies that all of the Shareholders and Directors of the Company unanimously consented and agreed to the filing of this Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were adopted unanimously by the Board of Directors and Shareholders of the Corporation on August 19, 2003.

The following Amended and Restated Articles of Incorporation hereby substitute the original Articles of Incorporation in their entirety.

**ARTICLES I  
NAME OF CORPORATION**

The name of this Corporation shall be Juan Carlos Acevedo-Crespo, M.D., P.A.

**ARTICLES II  
PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in every aspect in the practice of medicine and all its fields of specialization, as licensed and allowed by the American Medical Association or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

THIS INSTRUMENT PREPARED BY:  
J. Luis Quintana, Esq.  
Quintana & Associates, PA  
338 Minorca Avenue  
Coral Gables, Florida 33134  
Telephone (305) 446-0300  
Florida Bar #768987

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B. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

C. To engage in no other business other than the rendition of the professional services specified herein.

D. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### ARTICLES III CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having a par value of \$0.01 per share.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the Corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed and otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

### ARTICLES IV EFFECTIVE DATE AND DURATION

The Corporation commenced its existence at the time of the filing of the original Articles on May 30, 2003 and shall continue to exist perpetually thereafter unless sooner dissolved according to law.

### ARTICLES V REGISTERED AGENT

The address of this Corporation's initial registered office is 747 Ponce De Leon Blvd, Suite 303, Coral Gables, Florida 33134, and the name of its initial registered agent at said address is Juan Carlos Acevedo-Crespo, MD

### ARTICLES VI INCORPORATOR

The name and address of the incorporator is Business Filings Incorporated, Mark Schiff, AVP, 8025 Excelsior Dr., Suite 200, Madison, WI., 53717.

**ARTICLES X  
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLES XI  
PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLES VII  
BOARD OF DIRECTORS**

The Corporation shall have an initial board of directors consisting of at least one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The names and address of the initial director of this Corporation is:

Juan Carlos Acevedo-Crespo, MD  
932 Obispo Ave  
Coral Gables, Florida 33134

**ARTICLES VIII  
PRINCIPAL OFFICE**

The principal office of the Corporation and mailing address shall be established and maintained at 747 Ponce De Leon Blvd, Suite 303, Coral Gables, Florida 33134. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

**ARTICLES IX  
BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by a majority vote of either the Stockholders or Directors.

**ARTICLES XII  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Act and General Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in the State of Florida, this August 19, 2003.


  
\_\_\_\_\_  
Juan Carlos Acevedo-Crespo, M.D., President

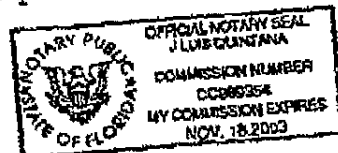
**NOTARY CERTIFICATION**

STATE OF FLORIDA                     )  
COUNTY OF MIAMI DADE         ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Juan Carlos Acevedo-Crespo, M.D., as President of Juan Carlos Acevedo-Crespo, M.D., P.A., a Florida Professional Service Corporation, known to me and known by me to be the person, who, as President, executed the foregoing Amended and Restated Articles of Incorporation of Juan Carlos Acevedo-Crespo, M.D., P.A. and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this August 19, 2003.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Printed Name of Notary Public  
My Commission Expires:



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Page Five of Articles of Incorporation of  
Juan Carlos Acevedo-Crespo, M.D., P.A.


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that Juan Carlos Acevedo-Crespo, M.D., P.A., a professional Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the County of Miami Dade, State of Florida, has named Juan Carlos Acevedo-Crespo, M.D., at 747 Ponce De Leon Blvd, Suite 303, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties under Chapters 607 and 621 of the Florida Statutes.

DATED: August 19, 2003

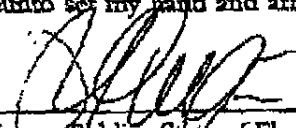
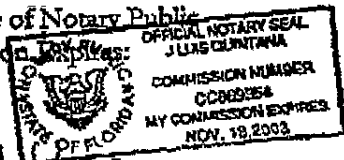
  
\_\_\_\_\_  
Juan Carlos Acevedo-Crespo, M.D.

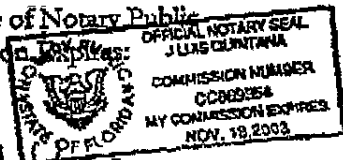
**NOTARY CERTIFICATION**

STATE OF FLORIDA                    )  
COUNTY OF MIAMI DADE        ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Juan Carlos Acevedo-Crespo, M.D. known to me and known by me to be the person, who, as Registered Agent, executed the foregoing Acceptance By Registered Agent and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this August 19, 2003.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Printed Name of Notary Public  
My Commission Expires: 



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