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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 104120 9104A

AUTHORIZATION :

COST LIMIT :

Patricia Pigato
\$ 43.95

ORDER DATE : December 23, 2004

ORDER TIME : 12:37 PM

ORDER NO. : 104120-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight LLP
Suite 1600
200 Central Avenue
St Petersburg, FL 33701

DOMESTIC AMENDMENT FILING

NAME: BAY PEDIATRICS, INC.

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAY PEDIATRICS, INC.

FILED
04 DEC 23 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Bay Pediatrics, Inc., filed November 4, 2004, as document P040001512640, are entirely amended and restated as the Articles of Incorporation for a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607, in accordance with the following:

ARTICLE I.

NAME

The name of this Corporation is **Bay Pediatrics, P.A.**

ARTICLE II.

PERPETUAL EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III.

NATURE OF PROFESSIONAL BUSINESS

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties (including without limitation pediatrics) as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE IV.

CAPITAL STOCK

- A. This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.
- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.
- C. Shares of the Corporation's stock and certificates therefore shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE V.

LOSS OF LICENSE; SEVERANCE AND TERMINATION OF EMPLOYMENT

- A. If any officer, director, shareholder, agent, employee, or shareholder of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.
- B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.
- C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the

circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

- D. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Victoria Vaughan

Address: 1725-A East Bay Drive
Largo, FL 33771

ARTICLE VII.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name: Victoria Vaughan.

Address: 207 Palmetto Lane
Largo, FL 33770

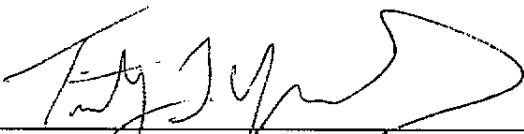
ARTICLE VIII.

PRINCIPAL OFFICE

The principal address of this Corporation is:

Address: 1725-A East Bay Drive
Largo, FL 33771

These Amended and Restated Articles of Incorporation were adopted by the shareholders of the corporation November 18, 2004. The number of votes cast was sufficient for approval.



Timothy J. Vaughan, M.D., President

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Victoria Vaughan