

PO5000023916

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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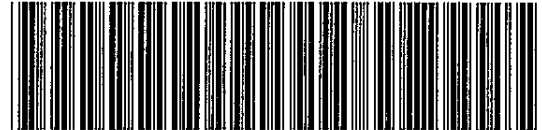
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05 MAY 11 AM 7:41  
SECRETARY OF STATE  
TALLAHASSEE, FL

*Amend + Rest*  
C. Coulllette MAY 20 2005

STEVEN H. KANE\*  
JEFFREY M. KOLTUN\*\*

\*L.L.M. in Taxation  
Florida Board Certified in  
Wills, Estates and Trusts

\*\*Also admitted in Ohio  
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\*\*\*Also admitted in Kentucky  
and Missouri

\*\*\*\*Also admitted in Indiana

May 6, 2005

Secretary of State  
Bureau of Corporate Records  
Attention: Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation of EMMD, Inc.  
Effective Date: Date of Filing

Dear Sir or Madam:

In connection with the amendment and restatement of the Articles of Incorporation of the above corporation, I have enclosed the following:

1. One signed original and one signed copy of Amended and Restated Articles of Incorporation of EMMD, Inc.
2. A check in the amount of \$35.00 payable to the Department of State to cover the filing fee.

Please endorse your approval of the Amended and Restated Articles of Incorporation on the additional signed copy and return the docketed copy to me.

Please contact me if you have any questions or need additional information.

Sincerely,

  
Jeffrey M. Koltun

My:ab  
Enclosures

cc: Emmeline Blankenbicker, M.D.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EMMD, INC.**

Pursuant to the provisions of Section 607.1007, *Florida Statutes*, the following constitutes the amended and restated Articles of Incorporation of EMMD, INC.

**Section 1 – Name and Background**

EMMD, INC. is a corporation organized and existing under the Florida Business Corporation Act, under document number P05000023916, filed in the office of the Secretary of State on February 14, 2005.

**Section 2 – Certification**

Pursuant to Section 607.1007(4) *Florida Statutes*, EMMD, Inc. hereby certifies that the amendment and restatement of the Articles of Incorporation required shareholder approval. By written action dated April 1, 2005, the Board of Directors recommended and all of the Shareholders unanimously approved, the following amendment and restatement of the Articles of Incorporation of EMMD, Inc.:

**ARTICLE I - NAME**

The name of the corporation shall be EMMD, Inc.

**ARTICLE II - DURATION**

The corporation shall exist perpetually.

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TALLAHASSEE, FL 32310

### **ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be engaged in under Chapter 607, *Florida Statutes*.

### **ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

### **ARTICLE V - REGISTERED OFFICE AND AGENT, AND CORPORATE ADDRESS**

The street address of the registered agent of the corporation is as follows:

557 North Wymore Road, Suite 100  
Maitland, Florida 32751

The name of the registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

353 Seaside Court, Apartment 104,  
Ocoee, Florida 34761

### **ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS**

The corporation shall have directors as determined and elected in accordance with the bylaws. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

## **ARTICLE VII - BYLAWS**

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE VIII – NO PRE-EMPTIVE RIGHTS**

No holder of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

## **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

## **ARTICLE X – AFFILIATED TRANSACTIONS**

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

## **ARTICLE XI - AMENDMENT**

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

**Section 3 – Effective Date of Amendment**

The effective date of the Amended and Restated Articles of Incorporation of EMMD, Inc. set forth herein shall be the date of filing of the Amendment and Restatement of Articles of Incorporation with the Secretary of State of the State of Florida.

Dated April 1, 2005.

Emmeline D. Blankenbicker  
Emmeline Blankenbicker, President


**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is EMMD, Inc.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

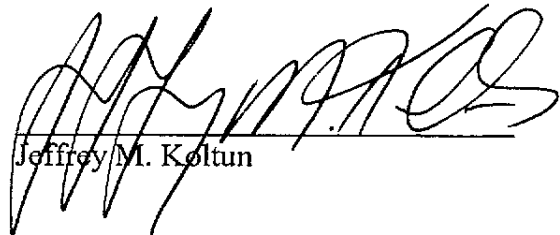
DATED April 1, 2005.

  
Jeffrey M. Koltun

**ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED April 1, 2005.

  
Jeffrey M. Koltun