

P06000002473

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(City/State/Zip/Phone #)

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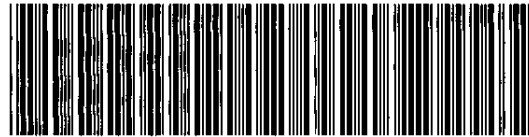
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*Amended And
Restored Art/MC*

FILED
10 AUG 20 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts AUG 24 2010

PAVESE LAW FIRM

CHRISTINA HARRIS SCHWINN

Direct Dial: (239) 336-6292
Email: ChristinaSchwinn@paveselaw.com

1833 Hendry Street, Fort Myers, Florida 33901 | P.O. Drawer 1507, Fort Myers, Florida 33902-1507 | (239) 334-2195 | Fax (239) 332-2243

August 18, 2010

Via Regular Mail

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32317

**Re: T.A. Taylor Enterprises, Inc.
Document No. P06000002473**

Dear Sir/Madam:


Enclosed please find for filing the Amended and Restated Articles of Incorporation of T.A. Taylor Enterprises, Inc. and a check for \$35.00 to cover the filing fee.

The name of the corporation is being changed to **T.A. Taylor Enterprises, P.A.**

The principal address and mailing address of the corporation is being changed to **3046 Del Prado Boulevard, Cape Coral, Florida 33904.**

Please note that there is no change as to the registered agent of the corporation. As such, the registered agent has not signed a new acknowledgement.

Very truly yours,



Christina Harris Schwinn

CHS/ik
Enclosures
cc: Client

FAWPDATA\CHSVT.A. Taylor Enterprises (82565.001)\Amendment Section ltr 8-18-10.doc

4635 S. DEL PRADO BLVD.
CAPE CORAL, FLORIDA 33910
(239) 542-3148



4524 GUN CLUB ROAD, SUITE 203
WEST PALM BEACH, FLORIDA 33415
(561) 471-1366

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: T.A. Taylor Enterprises, Inc.

DOCUMENT NUMBER: P06000002473

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christina Harris Schwinn, Esq.

Name of Contact Person

Pavese Law Firm

Firm/ Company

1833 Hendry Street

Address

Fort Myers, FL 33901

City/ State and Zip Code

christinaschwinn@paveselaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christina Harris Schwinn

Name of Contact Person

at (239)

336-6292

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AUG. 24. 2010 1:09PM

PAVESE, HAVERFIELD, DALTON

NO. 0307 P. 2

PAVESE LAW FIRM

CHRISTINA HARRIS SCHWINN

Direct Dial: (239) 336-6292
Email: ChristinaSchwinn@pavese.com

1833 Hendry Street, Fort Myers, Florida 33901 | P.O. Drawer 1507, Fort Myers, Florida 33902-1507 | (239) 334-2195 | Fax (239) 332-2243

August 25, 2010

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32317

Via Fax: 850-245-6897

Attn: Tina Roberts

**Re: T.A. Taylor Enterprises, Inc.
Document No. P06000002473**


Dear Sir/Madam:

This letter is in response to your request earlier today.

The Amended and Restated Articles of Incorporation of T.A. Taylor Enterprises, Inc. were adopted by the sole shareholder, Terese A. Taylor, M.D. The date of adoption is August 17, 2010.

If you require any further information, please feel free to contact this office. Thank you for your assistance.

Very truly yours,


Christina Harris Schwinn

CHS/ik
cc: Client

FAWPDATA\CHS\T.A. Taylor Enterprises (82565.001)\Amendment Section Itr 8-24-10.doc

4635 S. DEL PRADO BLVD.
CAPE CORAL, FLORIDA 33910
(239) 542-3148



4524 GUN CLUB ROAD, SUITE 203
WEST PALM BEACH, FLORIDA 33415
(561) 471-1366

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
T.A. TAYLOR ENTERPRISES, INC.

FILED
10 AUG 20 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statute, Section 607.1007, the undersigned corporation hereby amends and restates the Articles of Incorporation filed with the Secretary of State of the State of Florida on January 5, 2006, by and through the unanimous consent of the undersigned Shareholders, to be effective immediately upon filing, as follows:

CHARTER

Article I
Name

The name of the corporation shall be changed from T.A. Taylor Enterprises, Inc. to T.A. Taylor Enterprises, P.A.

Article II
Principal Office

The principal place for the transaction of the corporation business shall be 3046 Del Prado Boulevard, Cape Coral, County of Lee, in the State of Florida, 33904, and the mailing address shall be 3046 Del Prado Boulevard, Cape Coral, Florida, 33904. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article III
Purpose

The corporation may engage in any activity or business permitted by law in this state related to the operation of a medical practice.

Article IV
Term of Existence

The existence of the corporation be perpetual until dissolved as provided by law.

Article V
Authorized Shares

The aggregate number of shares the corporation shall have authority to issue shall be 100 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

The shares of the corporation shall not be divided into classes and the corporation is not authorized to issue shares in series.

Article VI
Board of Directors

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

Article VII
Officers

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, and a Secretary/Treasurer, who shall be a Director, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Name:

Terese A. Taylor, M.D.
3046 Del Prado Boulevard
Cape Coral, Florida 33904

President/Director

Name:

Terese A. Taylor, M.D.
3046 Del Prado Boulevard
Cape Coral, Florida 33904

Secretary/Treasurer/Director

Article VIII
Indebtedness

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

TALLAHASSEE, FLORIDA
JAN 10 1995

Article IX
Registered Office and Agent

The street address of the registered office of this corporation is 3046 Del Prado Boulevard, Cape Coral, County of Lee, in the State of Florida, 33904, and the name of the initial registered agent of this corporation at that address is Terese A. Taylor, M.D.

Article X
Transfer Restrictions

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy of Which Is On File At This Corporation's Principal Office."

"The Shares Represented By This Certificate Have Been Issued In Reliance Upon Exemptions From The Registrations Provisions Of Federal And State Securities Laws (United States Securities Act of 1933 And The Florida Securities Act). Therefore, The Transferability Of This Certificate Is Restricted Until It Is Determined By The Corporation Than Any Proposed Transfer Will Not Adversely Affect The Exemptions Relied Upon."

Article XI
Preemptive Rights

Without first being offered to the stockholders for subscription, any shares of common stock now or hereafter authorized may be issued: (a) as dividends or in payment of dividends; (b) in exchange for preferred stock or funded debt of the Corporation outstanding; (c) to fulfill any outstanding right or option created by the Corporation to acquire from the Corporation shares of

its common stock, or to convert other securities of the Corporation into shares of common stock; or (d) pursuant to any amendment to the Articles of Incorporation whereby shares of common stock are changed into a greater number of shares of the same class.

Article XII Bylaws

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIII Notice

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XIV Indemnification


Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV Related Transactions

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, Purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized,

ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I, Terese A. Taylor, M.D., the undersigned president and sole shareholder of the Corporation, do make, subscribe, acknowledge and file the foregoing Amended and Restated Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal this 17 day of August, 2010.

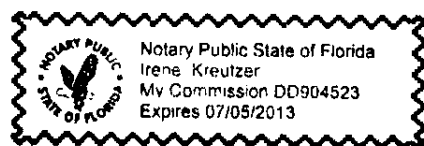



Terese A. Taylor, M.D.

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Terese A. Taylor, M.D., on behalf of the corporation, known to me and who made and subscribed to the foregoing Amended and Restated Articles of Incorporation and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 17th day of August, 2010.





Notary Public
My Commission number is: _____
My Commission expires: _____