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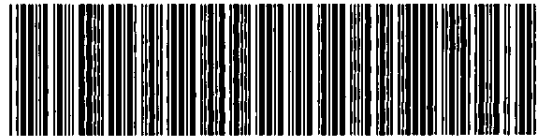
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated
Articles
@ 3/31/10



lammons@trenam.com
reply to: St. Petersburg
727-824-6205 direct

March 29, 2010

VIA REGULAR MAIL

Registration Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Restatement of Anthony P. Moreno, M.D., P.A.

Dear Sir or Madam:

I am enclosing the Articles of Restatement of Anthony P. Moreno, M.D., P.A. for filing with the Secretary of State. Also enclosed is Check No. 1445 for \$35.00, which amount represents the filing fee.

If you have any questions, please call me. Thanks.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lori L. Ammons', written in a cursive style.

Lori L. Ammons
Legal Assistant

Enclosures (2)

Department of State -Articles of Restatement/Moreno-4309319v1

101 E. Kennedy Boulevard, Suite 2700
Tampa, Florida 33602
Tel: (813) 223-7474
Fax: (813) 229-6553

www.trenam.com

200 Central Avenue, Suite 1600
St. Petersburg, Florida 33701
Tel: (727) 896-7171
Fax: (727) 822-8048

ARTICLES OF RESTATEMENT

ANTHONY P. MORENO, M.D., P.A.

1. The Articles of Incorporation of Anthony P. Moreno, M.D., P.A.(the "corporation") , Document Number P06000055993, as originally filed with the Florida Secretary of State on April 7, 2006, as heretofore amended, are further amended, and restated in their entirety to read as follows:

Article 1. **Name**

The name of the corporation is:

ANTHONY P. MORENO, M.D., P.A.

Article 2. **Principal Office**

The principal office of the corporation is:

4929 Lyford Cay Road
Tampa, Florida 33629

Article 3. **Mailing Address**

The mailing address of the corporation is:

4929 Lyford Cay Road
Tampa, Florida 33629

Article 4. **Registered Office and Registered Agent**

The street address of the registered office of this corporation is 1800 Mease Drive, Safety Harbor, Florida 34695. The name of the registered agent of this corporation at that address is Anthony P. Moreno, MD.

Article 5. **Purposes**

The corporation is organized for pecuniary profit for the sole and specific purpose of engaging in the practice of medicine and, to the extent permitted by law, may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, may own real or personal property necessary for the rendering of professional services, and may otherwise engage in any

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lawful activity or business permitted to be engaged in by a professional corporation under Florida law.

Article 6.
Capital Stock

This corporation is authorized to issue ONE MILLION (1,000,000) shares of Common Stock, each having a par value of ONE CENT (1¢). Each share of this corporation's common stock, without par value, outstanding as of the effectiveness of these Restated Articles of Incorporation is automatically converted into and becomes one (1) fully-paid and nonassessable share of this corporation's common stock, par value one cent (1¢) each, as authorized by these Restated Articles of Incorporation, and an amount equal to the aggregate par value of the shares of common stock, par value one cent (1¢) each, issued upon such conversion shall be transferred from capital surplus to paid-in capital on the books and records of this Corporation.

Article 7.
Initial Officer and Director

The name and address of the initial officer and director of the corporation as set forth in the original Articles of Incorporation is:

ANTHONY P. MORENO, MD
4929 Lyford Cay Road
Tampa, Florida 33629

Article 8.
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, and repeal the bylaws, and the power to adopt new bylaws, is vested in the Board of Directors; subject, however, to repeal or change by action of the shareholders. Unless otherwise provided in a bylaw adopted by action of the shareholders, the Board of Directors do not have the power or authority to amend or repeal any bylaw adopted by the shareholders.

Article 9.
Shareholder Disqualification

Except as otherwise expressly provided in this Article, if a shareholder of this corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services or accepts employment that, pursuant to existing law, places restrictions or limitations upon that shareholder's continued rendering of such professional services (each a **Disqualification Event**), that shareholder (the **Disqualified Shareholder**) must sever all employment with, and financial interests in, this corporation forthwith. Upon a Disqualification Event, the Disqualified Shareholder's shares in this corporation are redeemed and are deemed to have been redeemed and cancelled

The foregoing provisions of this Article do not apply if the Disqualified Shareholder is this corporation's sole shareholder. In that event, the corporation must promptly either (i) change its business purpose from the rendering of professional service to provide for any other lawful purpose by amending its articles of incorporation in the manner required for an original incorporation under Chapter 607, Florida Statutes, whereupon, as provided by §621.13, Florida Statutes, the corporation is to be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession, or (ii) take such other action as may be required to cause the corporation to qualify as a professional corporation under Chapter 621, Florida Statutes.

Article 10.
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article 11.
Incorporator

The name and address of the person signing the original Articles of Incorporation as the incorporator is:

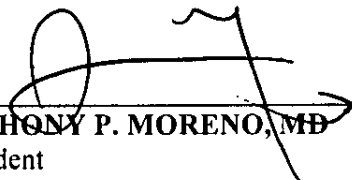
ANTHONY P. MORENO, MD
4929 Lyford Cay Road
Tampa, Florida 33629

Article 12.
Effective Date

The effective date of the original Articles of Incorporation is April 6, 2006.

2. The foregoing Articles of Restatement, and each amendment set forth therein, was adopted by the shareholders on March 22, 2010, by written consent action. The number of votes cast for each amendment by the shareholders was sufficient for approval.
3. These Articles of Restatement are effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, these Articles of Restatement have been executed.



ANTHONY P. MORENO, MD
President

ANTHONY P. MORENO, M.D., P.A.

Registered Agent

Acceptance and Acknowledgment

Having been named as registered agent and to accept service of process for ANTHONY P. MORENO, M.D., P.A., at the place designated in the foregoing Restated Articles of Incorporation, 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: 3/14/10, 2010.


ANTHONY P. MORENO, MD
Registered Agent

CERTIFICATE

ANTHONY P. MORENO, M.D., P.A.

The undersigned, **ANTHONY P. MORENO, MD**, as President of Anthony P. Moreno, M.D., P.A., certifies as follows:

1. This Certificate accompanies the filing of Articles of Restatement of Anthony P. Moreno, M.D., P.A. (the "Restatement").

2. The Restatement contains amendments to the articles requiring shareholder approval.

3. Each amendment was adopted by the shareholders on March 22, 2010. The number of votes cast for each amendment by the shareholders was sufficient for approval.

4. The following is the text of each amendment as adopted:

(a) Article I is amended to read in its entirety as follows:

Article 1.

Name

The name of the corporation is:

ANTHONY P. MORENO, M.D., P.A.

(b) Article II is split into two Articles, and restated as Article 2 and Article 3 to read in their entirety as follows:

Article 2.

Principal Office

The principal office of the corporation is:

4929 Lyford Cay Road
Tampa, Florida 33629

Article 3.

Mailing Address

The mailing address of the corporation is:

4929 Lyford Cay Road
Tampa, Florida 33629

(c) Article III is restated as Article 4 and is amended to read in its entirety as follows, changing the address of the registered office of this corporation:

Article 4.
Registered Office and Registered Agent

The street address of the registered office of this corporation is 1800 Mease Drive, Safety Harbor, Florida 34695. The name of the registered agent of this corporation at that address is Anthony P. Moreno, MD.

(d) Article IV is restated as Article 5 and is amended to read in its entirety as follows:

Article 5.
Purposes

The corporation is organized for pecuniary profit for the sole and specific purpose of engaging in the practice of medicine and, to the extent permitted by law, may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, may own real or personal property necessary for the rendering of professional services, and may otherwise engage in any lawful activity or business permitted to be engaged in by a professional corporation under Florida law.

(e) Article V is deleted.

(f) Article VI is restated as Article 6 and amended to read in its entirety as follows:

Article 6.
Capital Stock

This corporation is authorized to issue ONE MILLION (1,000,000) shares of Common Stock, each having a par value of ONE CENT (1¢). Each share of this corporation's common stock, without par value, outstanding as of the effectiveness of these Restated Articles of Incorporation is automatically converted into and becomes one (1) fully-paid and nonassessable share of this corporation's common stock, par value one cent (1¢) each, as authorized by these Restated Articles of Incorporation, and an amount equal to the aggregate par value of the shares of common stock, par value one cent (1¢) each, issued upon such conversion shall be transferred from capital surplus to paid-in capital on the books and records of this Corporation.

(g) Article VII is restated as Article 7 and amended to read in its entirety as follows:

Article 7.
Initial Officer and Director

The name and address of the initial officer and director of the corporation as set forth in the original Articles of Incorporation is:

ANTHONY P. MORENO, MD
4929 Lyford Cay Road
Tampa, Florida 33629

(h) Article VIII is restated as Article 8 and is amended to read in its entirety as follows:

Article 8.
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, and repeal the bylaws, and the power to adopt new bylaws, is vested in the Board of Directors; subject, however, to repeal or change by action of the shareholders. Unless otherwise provided in a bylaw adopted by action of the shareholders, the Board of Directors do not have the power or authority to amend or repeal any bylaw adopted by the shareholders.

(i) Article IX is restated as Article 12 and is amended to read in its entirety as follows:

Article 9.
Effective Date

The effective date of the original Articles of Incorporation is April 6, 2006.

(j) New Articles 9, 10, and 11 are added to read in their entirety as follows:

Article 9.
Shareholder Disqualification

Except as otherwise expressly provided in this Article, if a shareholder of this corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services or accepts employment that, pursuant to existing law, places restrictions or limitations upon that shareholder's continued rendering of such professional services (each a **Disqualification Event**), that shareholder (the **Disqualified Shareholder**) must sever all employment with, and financial interests in, this corporation forthwith. Upon a Disqualification Event, the Disqualified Shareholder's shares in this corporation are redeemed and are deemed to have been redeemed and cancelled effective as of the occurrence of the Disqualification Event, the shares in this corporation held by the Disqualified Shareholder are not considered outstanding upon and after the Disqualification Event, the Disqualified Shareholder is not entitled to vote or participate in any corporate or shareholder action and ceases to be an employee, officer, director, and shareholder of this corporation effective as of the Disqualification Event, and the Disqualified Shareholder's sole right and entitlement is to receive the redemption price (the **Redemption Price**) for those redeemed shares (the **Redeemed Shares**). All shares of the capital stock of the corporation constitute redeemable shares which may be redeemed pursuant to this Article.

A deceased Shareholder is a Disqualified Shareholder, and the death of a Shareholder constitutes a Disqualification Event, for purposes of this Article.

In the event that by operation of law or pursuant to any requirement of law, including bankruptcy law, or a judicial decree or other court order, award,

decision, injunction, judgment, ruling, decree, charge, writ, subpoena or verdict, including in connection with any divorce, equitable or community or marital property distribution relating to the division or partition of property between spouses, this corporation is required to recognize any transfer, assignment or other disposition of all or any part of a shareholder's stock in the corporation to a person who is not eligible to own stock in a professional corporation under Chapter 621, Florida Statutes, a Disqualification Event is deemed to have occurred and the shares that are affected by that transfer, assignment, or other disposition constitute the Redeemed Shares for purposes of this Article.

The Redemption Price for the Redeemed Shares shall be the redemption price as determined pursuant to any shareholder or shareholders' agreement within the meaning of §607.0731, and §607.0732, Florida Statutes, or bylaw in legal force and effect which is binding upon the Disqualified Shareholder or to which the Redeemed Shares are subject that provides for redemption and determination of the Redemption Price. If there is no shareholder or shareholders' agreement or bylaw which provides for redemption and determination of the Redemption Price, the Redemption Price shall be an amount equal to the pro rata share of this corporation's shareholder equity associated with the Redeemed Shares as reflected on a balance sheet of the Company as of the close of the calendar month immediately preceding the calendar month within which the Disqualification Event occurs, as determined, by this corporation's regularly engaged accounting firm, without audit, based on historical cost, employing the accrual method of accounting (regardless of the method of accounting actually used by this corporation) and generally accepted accounting principles in the United States but no allowance of any kind shall be made for goodwill, going concern value or similar intangible asset of this corporation.

The Redemption Price for the Redeemed Shares must be paid in accordance with the applicable shareholder or shareholders' agreement or bylaw, if any, and if not, must be paid in cash within thirty (30) days after the corporation first acquires actual knowledge of the Disqualification Event or, if later, within five (5) days after determination of the Redemption Price by this corporation's regularly engaged accounting firm.

The foregoing provisions of this Article do not apply if the Disqualified Shareholder is this corporation's sole shareholder. In that event, the corporation must promptly either (i) change its business purpose from the rendering of professional service to provide for any other lawful purpose by amending its articles of incorporation in the manner required for an original incorporation under Chapter 607, Florida Statutes, whereupon, as provided by §621.13, Florida Statutes, the corporation is to be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession, or (ii) take such other action as may be required to cause the corporation to qualify as a professional corporation under Chapter 621, Florida Statutes.

effective as of the occurrence of the Disqualification Event, the shares in this corporation held by the Disqualified Shareholder are not considered outstanding upon and after the Disqualification Event, the Disqualified Shareholder is not entitled to vote or participate in any corporate or shareholder action and ceases to be an employee, officer, director, and shareholder of this corporation effective as of the Disqualification Event, and the Disqualified Shareholder's sole right and entitlement is to receive the redemption price (the **Redemption Price**) for those redeemed shares (the **Redeemed Shares**). All shares of the capital stock of the corporation constitute redeemable shares which may be redeemed pursuant to this Article.

A deceased Shareholder is a Disqualified Shareholder, and the death of a Shareholder constitutes a Disqualification Event, for purposes of this Article.

In the event that by operation of law or pursuant to any requirement of law, including bankruptcy law, or a judicial decree or other court order, award, decision, injunction, judgment, ruling, decree, charge, writ, subpoena or verdict, including in connection with any divorce, equitable or community or marital property distribution relating to the division or partition of property between spouses, this corporation is required to recognize any transfer, assignment or other disposition of all or any part of a shareholder's stock in the corporation to a person who is not eligible to own stock in a professional corporation under Chapter 621, Florida Statutes, a Disqualification Event is deemed to have occurred and the shares that are affected by that transfer, assignment, or other disposition constitute the Redeemed Shares for purposes of this Article.

The Redemption Price for the Redeemed Shares shall be the redemption price as determined pursuant to any shareholder or shareholders' agreement within the meaning of §607.0731, and §607.0732, Florida Statutes, or bylaw in legal force and effect which is binding upon the Disqualified Shareholder or to which the Redeemed Shares are subject that provides for redemption and determination of the Redemption Price. If there is no shareholder or shareholders' agreement or bylaw which provides for redemption and determination of the Redemption Price, the Redemption Price shall be an amount equal to the pro rata share of this corporation's shareholder equity associated with the Redeemed Shares as reflected on a balance sheet of the Company as of the close of the calendar month immediately preceding the calendar month within which the Disqualification Event occurs, as determined, by this corporation's regularly engaged accounting firm, without audit, based on historical cost, employing the accrual method of accounting (regardless of the method of accounting actually used by this corporation) and generally accepted accounting principles in the United States but no allowance of any kind shall be made for goodwill, going concern value or similar intangible asset of this corporation.

The Redemption Price for the Redeemed Shares must be paid in accordance with the applicable shareholder or shareholders' agreement or bylaw, if any, and if not, must be paid in cash within thirty (30) days after the corporation first acquires actual knowledge of the Disqualification Event or, if later, within five (5) days after determination of the Redemption Price by this corporation's regularly engaged accounting firm.

Article 10.
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article 11.
Incorporator

The name and address of the person signing the original Articles of Incorporation as the incorporator is:

ANTHONY P. MORENO, MD
4929 Lyford Cay Road
Tampa, Florida 33629

IN WITNESS WHEREOF, this Certificate has been executed this 3/24/10, 2010.



ANTHONY P. MORENO, MD
President