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ADAM M ROSEN, M.D., P.A.

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Amend, Re-statement & Correct State

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**AMENDMENT AND RESTATED ARTICLES OF INCORPORATION
OF
ADAM M. ROSEN, M.D., P.A.**

The undersigned, as the President of ADAM M. ROSEN, M.D., P.A., hereby certifies that the Amendment provided for herein was adopted by the sole stockholder and director on the 3rd day of May, 2007.

1. Name of Corporation. ADAM M. ROSEN, M.D., P.A.
2. Document Number: The document number of the corporation is P07000014009.
3. Amendment Adopted. Articles I through XI of the Articles of Incorporation are hereby amended in their entirety as follows:

ARTICLE I - Name and Address

The name of this corporation shall be ADAM M. ROSEN, M.D., INC. The mailing address and principal office of the corporation is 520 "D" Street, Suite C, Clearwater, Florida 33756.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be one cent (\$0.01).

ARTICLE IV - Registered Office and Agent

The street address of the registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is MICHAEL G. LITTLE.

ARTICLE V - Florida Statutes

This corporation shall operate under Chapter 607 of the Florida Statutes.

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ARTICLE VI - Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation shall be one, and the name and address of the person sworn to serve as a Director until the first annual meeting of shareholders or until his successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
ADAM M. ROSEN, M.D.	520 "D" Street, Suite C Clearwater, Florida 33756

ARTICLE VII - OFFICERS

The name and address of the initial officer who shall serve until his successors are designated by the Board of Directors are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
ADAM M. ROSEN, M.D.	President	520 "D" Street, Suite C Clearwater, Florida 33756

ARTICLE VIII - Indemnification

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

ARTICLE IX - Amendment

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

The undersigned has executed these Amended and Restated Articles of Incorporation this 3rd day of May, 2007.

ADAM M. ROSEN, M.D., P.A.

By: 
Adam M. Rosen, M.D., President

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