

P10000021251

Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ALLEGIAN TMD, INC.**

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July 19, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ALLEGIAN TMD, INC.
100 S. ASHLEY DR., SUITE 1500
TAMPA, FL 33602

SUBJECT: ALLEGIAN TMD, INC.
REF: P10000021251

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Darlene Connell
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**ALLEGiantMD, INC.
(A Florida Corporation)**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **ALLEGiantMD, INC.** (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was March 9, 2010. The document number assigned to the Corporation by the Florida Department of State is No.: P10000021251.

2. The Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Board of Directors and the sole Shareholder of the Corporation on June 30, 2016 in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
Name of Corporation**

The name of the Corporation is **ALLEGiantMD, INC.**

**ARTICLE II
Address of Corporation**

The principal place of business and mailing address of the Corporation is:

1613 North Harrison Parkway
Suite 200
Sunrise, Florida 33323

**ARTICLE III
Purpose**

The Corporation is organized and authorized to engage in any lawful act or activity for which a corporation organized under the Florida Business Corporation Act may engage.

**ARTICLE IV
Duration**

The Corporation shall exist perpetually unless dissolved according to law.

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ARTICLE V
Capital Stock

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE VI
Registered Agent and Office Address

The street address of the Corporation's registered office is 1613 North Harrison Parkway, Suite 200, Sunrise, FL 33323. The name of the Corporation's registered agent at that office is Jillian Marcus.

ARTICLE VII
Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time-to-time in the manner provided in the Corporation's Bylaws. Initially, the number of directors constituting the Board of Directors shall be two persons and the name and address of the members of the Board of Directors who will serve as the Corporation's directors until their successor(s) are duly elected and qualified is:

Gilbert Drozdow, M.D.
1613 Harrison Parkway
Suite 200
Sunrise, FL 33323

Jillian Marcus
1613 Harrison Parkway
Suite 200
Sunrise, FL 33323

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IN WITNESS WHEREOF, the undersigned duly authorized representative of the Corporation executed these Amended and Restated Articles of Incorporation this 30th day of June, 2016.

By: 
Name: Jillian Marcus
Title: Vice President

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of ALLEGIANTMD, INC., a Florida corporation (the "Corporation"), in the Corporation's Second Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of June 30, 2016.

By: 
Name: Jillian Marcus

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