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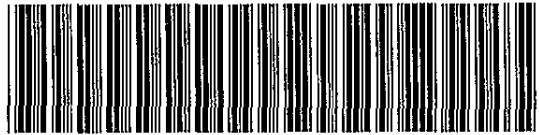
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Restated
Articles &
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04 SEP 20 PM 2:45
HEADQUARTERS
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AR
9/21/04

FILED
04 SEP 20 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 892824 7182683
AUTHORIZATION : *Patricia Pajoto*
COST LIMIT : \$ ~~78.75~~ 43.75

ORDER DATE : September 20, 2004

ORDER TIME : 1:40 PM

ORDER NO. : 892824-005

CUSTOMER NO: 7182683

CUSTOMER: John Stair, Esq
Team Health, Inc.
Suite 300
1900 Winston Road
Knoxville, TN 37919

DOMESTIC AMENDMENT FILING

NAME: PEDIATRIC EMERGENCY PHYSICIANS
OF ST. PETERSBURG, INC.

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER'S INITIALS: _____

**ARTICLES OF RESTATEMENT TO THE
ARTICLES OF INCORPORATION
OF
PEDIATRIC EMERGENCY PHYSICIANS OF ST. PETERSBURG, INC.**

FILED
04 SEP 20 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation as set forth herein.

FIRST: The name of the Corporation is Pediatric Emergency Physicians of St. Petersburg, P.A.

SECOND: The principal place of business and mailing address of the Corporation shall be 14050 NW 14th Street, Suite 190, Ft. Lauderdale, Florida 33323.

THIRD: *The duration of the corporation is to be perpetual.*

FOURTH: All outstanding shares of the Corporation are hereby canceled and the aggregate number of shares which the corporation shall have authority to reissue is Ten Thousand (10,000) shares of common stock, having no par value.

FIFTH: The Corporation may, and is authorized to, engage in any practice of medicine and all of its specialties and may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and own real or personal property necessary for the rendition of professional medical services in accordance with the provisions of Chapter 621 of the Florida statutes.

SIXTH: The Corporation's initial registered agent shall be as follows:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

SEVENTH: The Corporation shall have one (1) member of the Board of Directors initially. The number of Directors may be either increased or decreased from time to time by the Bylaws of the Corporation, but in no event shall be less than one (1). The name and address of the initial Director of this corporation is:

Neil J. Principe, M.D.
14050 NW 14th Street, Suite 190
Ft. Lauderdale, Florida 33323.

EIGHTH: The initial officers of the corporation who shall hold office until their successors are elected and qualified shall be:

President - Neil J. Principe, M.D.
Secretary - Neil J. Principe, M.D.
Treasurer - Neil J. Principe, M.D.

NINTH: The name and address of the sole incorporator of the corporation is:

John R. Stair
1900 Winston Road, Suite 300
Knoxville, Tennessee 37919

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator on this the 17th day of September, 2004.



John R. Stair, Assistant Secretary

CERTIFICATE

It is hereby certified that:

1. The annexed Articles of Restatement to the Articles of Incorporation contains an amendment and restatement to the Articles of Incorporation of the Corporation requiring shareholder approval.

2. The Articles of Incorporation of the Corporation are hereby amended and restated so as henceforth to read as set forth in the Articles of Restatement to the Articles of Incorporation of the Corporation annexed hereto and made a part hereof.

3. The date of adoption of the aforesaid Articles of Amendment was September 17, 2004 .

4. Only one voting group of shareholders was entitled to vote on the said amendment[s] and restatement.

5. The number of votes cast for the said Articles of Restatement sufficient for the approval thereof.

6. The effective time and date of these Articles of Restatement shall be at 8:00 a.m. on September 17, 2004.

Executed on the 17th day of September, 2004.

PEDIATRIC EMERGENCY PHYSICIANS OF ST.
PETERSBURG, INC.

By: _____
John R. Stair