

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

FRANCIS T. SCHWERIN, M.D., P.A.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 14, 2002

FRANCIS T. SCHWERIN, M.D., P.A.
694 EIGHTH STREET NORTH
NAPLES, FL 34102US

SUBJECT: FRANCIS T. SCHWERIN, M.D., P.A.
REF: F93000051954

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If shareholder approval was not required, a statement to that effect must be contained in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

FAX AUDIT NO.: H02000056603 2

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRANCIS T. SCHWERIN, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, the undersigned, being the sole director of Francis T. Schwerin, M.D., P.A., a Florida professional service corporation (the "Corporation"), whose Articles of Incorporation were originally filed on July 26, 1993, hereby adopts the following Amended and Restated Articles of Incorporation of Francis T. Schwerin, M.D., P.A.

ARTICLE I. NAME

The name of the corporation is FRANCIS T. SCHWERIN, M.D., INC.

ARTICLE II. ADDRESS

The street address of the principal office of the corporation shall be 694 Eighth Street, North, Naples, Florida 34102 in the City of Naples, Florida.

ARTICLE III. NATURE OF BUSINESS

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock each having one dollar (\$1.00) par value per share.

ARTICLE V. TERM OF EXISTENCE

This corporation shall commence as of the filing of these Articles and shall have perpetual existence thereafter.

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ARTICLE VI. DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the bylaws of the corporation. The number of the members of the Board of Directors may either be increased or decreased from time to time as provided in the bylaws of the corporation, but shall never be less than one (1).

ARTICLE VII. REGISTERED AGENT AND OFFICE

The name of the registered agent of the corporation at its registered office and the street address of its registered office are as follows:

NameAddress

Francis T. Schwerin, M.D.

694 Eighth Street, North
Naples, FL 34102

The foregoing Amended and Restated Articles of Incorporation restate, integrate, and amend the Articles of Incorporation of the Corporation, and are being duly executed and filed in accordance with Section 607.1007 of the Florida Statutes. The foregoing Amended and Restated Articles of Incorporation were duly adopted by written consent of the sole director of the Corporation on March 13, 2002. Shareholder approval was not required.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed on this 13th day of March, 2002.



FRANCIS T. SCHWERIN, M.D., President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment, understand my duties 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.



FRANCIS T. SCHWERIN, M.D., Registered Agent

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