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BASIC AMENDMENT

NILVIO R. AQUINO, M.D., P.A.

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Amended and Restated

w/ NAME Change

11-16-00

DC



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 16, 2000

NILVIO R. AQUINO, M.D., P.A.  
2140 WEST 68 ST STE.#310  
HIALEAH, FL 33016

*Adela*

SUBJECT: NILVIO R. AQUINO, M.D., P.A.  
REF: P93000087968

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.

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

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

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Darlene Connell  
Corporate Specialist

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AMENDED AND RESTATED

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ARTICLES OF INCORPORATION

OF

NILVIO R. AQUINO, M.D., P.A.

The Articles of Incorporation of NILVIO R. AQUINO, M.D., P.A. are hereby amended and restated in its entirety as follows:

ARTICLE I

Name

The name of the corporation is:

PALMETTO NON-INVASIVE CARDIOLOGY  
AND INTERNAL MEDICINE CLINIC, INC.

ARTICLE II

Existence

The corporation's existence commenced on December 20, 1993, upon the filing of the Articles of Incorporation of NILVIO R. AQUINO, M.D., P.A.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Prepared by:

Donald R. Tescher, Esq.  
Tescher Chaves Rubin & Forman, PA  
2101 Corporate Blvd., Suite 107  
Boca Raton, Florida 33431  
(561) 998-7847  
Fla. Bar No. 121086

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**ARTICLE IV**

**Restrictions**

Article III notwithstanding, only physicians licensed by the State of Florida will engage in the diagnosis and treatment of disease, injury, or other physical or mental condition and PALMETTO NON-INVASIVE CARDIOLOGY AND INTERNAL MEDICINE CLINIC, INC. shall neither exercise control over nor interfere with the physician-patient relationship.

**ARTICLE V**

**Authorized Capital**

The corporation is authorized to issue 100 shares of common stock, with a par value of \$5.00 per share.

**ARTICLE VI**

**Address**

The address of the principal office and the mailing address of the corporation is 2140 West 68 Street, Suite 310, Hialeah, Florida 33016.

**ARTICLE VII**

**Registered Office and Agent**

The street address of the corporation's registered office is 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431. The name of the registered agent at such office is M & W Agents, Inc.

**ARTICLE VIII**

**Indemnification**

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on

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such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

-oOo-

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Incorporation on 11/15/00, 2000.

Marie C. Moran  
Marie Carmen Moran, Vice President

**CERTIFICATE OF SECRETARY**

The Amended and Restated Articles of Incorporation of NILVIOR. AQUINO, M.D., P.A. were adopted upon the unanimous vote of all issued and outstanding shares at a meeting held on 11/15, 2000.

Marie C. Moran  
Marie Carmen Moran, Secretary

**ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

M & W AGENTS, INC., a Florida corporation

By: Donald R. Tescher  
Authorized Agent  
Donald R. Tescher, President

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