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PA40000012369

September 16, 1999

Division of Corporations
Secretary of State
P. O. Box 5588
Tallahassee, FL 32314

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-09/20/99-01113-011
*****43.75 *****43.75

Re: Brevard Neonatology Associates, Inc.

Gentlemen:

Enclosed please find an original and copy of Restated and Amended Articles of Incorporation of Brevard Neonatology Associates, Inc., together with our check in the amount of \$43.75.

Please file same and return a certified copy in the envelope enclosed for your convenience.

Thank you for your assistance.

Very truly yours,

Sandi Rowse

Sandi Rowse, Secretary to
Hubert C. Normile, Jr.

HCN/sr
Enclosures (3) + Reply Env.
MEL1 #432753 v1

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99 SEP 20 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
BREVARD NEONATOLOGY ASSOCIATES, P.A.**

Pursuant to the provisions of Florida Statutes 607.1007, the undersigned corporation, **Brevard Neonatology Associates, Inc.**, originally incorporated under the name "Brevard Neonatology Associates, P.A." on February 14, 1994, pursuant to a Resolution duly adopted by its Board of Directors and approved by stockholders owning 100% of the issued and outstanding stock of the corporation, adopts the following Restated and Amended Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be **BREVARD NEONATOLOGY ASSOCIATES, INC.**

ARTICLE II

Principal Office

The principal office of the Corporation is located at 1350 South Hickory Street, Melbourne, Florida, 32901.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the registered office of the Corporation in the State of Florida shall be 1350 South Hickory Street, Melbourne, Florida, 32901. The name of the registered agent of the Corporation at the registered office shall be Julio Vallette, Jr.

ARTICLE VII

Board of Directors

The Board of Directors shall consist of ONE (1). The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Julio Vallette, Jr.	1350 S. Hickory Street Melbourne, Florida 32901

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

Name

Address

Julio Vallette, Jr.

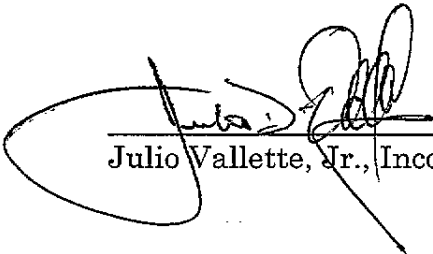
1350 S. Hickory Street
Melbourne, Florida 32901

ARTICLE IV

Approval of Restatement

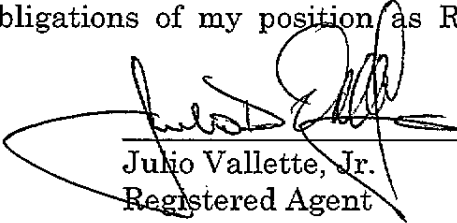
Pursuant to Florida Statutes 607.1007, the foregoing Restatement of the Articles of Incorporation was approved by a Resolution of the Board of Directors duly adopted in accordance with the Articles and Bylaws of the Corporation and ratified by Stockholders holding 100% of the issued and outstanding stock of the Corporation.

Executed this 16th day of September, 1999.


Julio Vallette, Jr., Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment 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.


Julio Vallette, Jr.
Registered Agent

Date: September 16th, 1999

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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