



THE UNITED STATES
CORPORATION
COMPANY

P94000040501

ACCOUNT NO. : 072100000032
REFERENCE : 424108 4303929
AUTHORIZATION : *Patricia Pyzdek*
COST LIMIT : \$ 87.50

ORDER DATE : June 11, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 424108-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

*Amended
&
Restated*
400002208664--5
Articles

FILED
97 JUN 11 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: CHAMPION HEALTHCARE, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

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97 JUN 11 AM 10:43
DIVISION OF CORPORATION

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ARTICLES OF RESTATEMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CHAMPION HEALTHCARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Champion Healthcare, Inc., a Florida corporation (the "Corporation").

2. The Amended and Restated Articles of Incorporation are hereby restated in their entirety to read as follows:

"FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHAMPION HEALTHCARE, INC.

ARTICLE I
Name and Duration

The name of the Corporation is Champion HealthCare, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date the initial Articles of Incorporation were filed by the Secretary of State.

ARTICLE II
Principal Office

The address of the principal office of the Corporation in the State of Florida is 7406 Fullerton Street, Suite 200, Jacksonville, Florida 32256.

ARTICLE III
Registered Office and Agent

The address of the registered office in the State of Florida is c/o Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, 1221 Brickell Avenue, in the City of Miami, County of Dade; referencing Champion Healthcare, Inc. The name of the registered agent at such address is Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel.

Prepared by Joel L. Stocker, Esq.
Greenberg, Traurig, Hoffman,
Lipoff, Rosen & Quentel
1221 Brickell Avenue
Miami, Florida 33131

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

1. The total number of shares of capital stock (the "Common Stock") which the Corporation has the authority to issue is 3,800,000 shares.

2. Each share of Common Stock shall represent one vote on all matters on which the holders of the Common Stock are entitled to vote.

3. The holders of the Common Stock shall be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
RAX CO.	c/o Mahoney Adams & Criser, P.A. 3400 Barnett Center Jacksonville, Florida 32202

ARTICLE VII
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, that there shall never be less than one director. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the next annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Richard C. Powell	7406 Fullerton Street, Suite 200, Jacksonville, Florida 32256
Mitchell S. Rothstein, M.D.	1801 Barrs Street, Suite 810 Jacksonville, Florida 32204
Frank Bowden, III. M.D.	1235 San Marco Boulevard Suite 404 Jacksonville, Florida 32207
Joseph Helow	9140 Golfside Drive, Suite 7 Jacksonville, Florida 32256
Raymond J. Minella	667 Madison Avenue New York, New York 10021
Deven Parekh	667 Madison Avenue New York, New York 10021
Karen Marie Ryugo	411 West Putnam Avenue Greenwich, Connecticut 06830
Mark Plaumann	411 West Putnam Avenue Greenwich, Connecticut 06830
Steve Suss	411 West Putnam Avenue Greenwich, Connecticut 06830

ARTICLE VIII
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Fourth Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX
Bylaws

The power to adopt, amend, or repeal bylaws for the management of this Corporation shall be vested in the shareholders as set forth therein.

ARTICLE X
Indemnification

The Corporation shall indemnify any incorporator, officer, or director, or any former incorporator, officer, or director, to the fullest extent permitted by law."

3. The foregoing restatement contains amendments requiring shareholder approval and was adopted by (a) all of the members of the Corporation's Board of Directors, and (b) the holders of outstanding capital stock of the Corporation entitled to vote on and adopt the amendments at a meeting at which all shareholders entitled to vote thereon were present and voted. The holders of the capital stock of the Corporation constituted the only voting group of shareholders entitled to vote on the amendment.

4. The duly adopted Fourth Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Restatement this 22nd day of May, 1997.

CHAMPION HEALTHCARE, INC.

By:

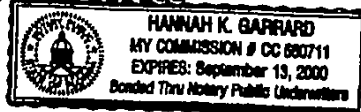

Richard Powell, President

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

The foregoing instrument was executed, acknowledged, and delivered before me, this 22nd day of May, 1997, by Richard Powell, the President of Champion Healthcare, Inc., a Florida corporation, on behalf of the Corporation.

Hannah K. Barrard

Signature of Notary Public
State of Florida



[Print, Type, or Stamp
Commissioned Name of Notary Public

Commission No.: _____
My commission expires: _____

(NOTARIAL SEAL)

Personally known
or produced identification
Type of identification produced

 X

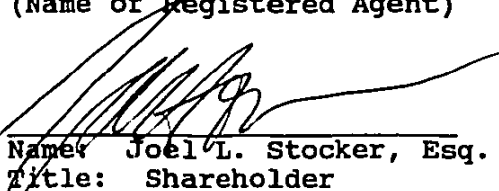
CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to 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.

DATED this 22nd day of May, 1997.

Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel
(Name of Registered Agent)

By:


Name: Joel L. Stocker, Esq.
Title: Shareholder

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TALLAHASSEE, FLORIDA