

P94000043356

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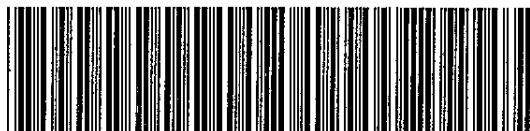
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FILED
04 AUG 31 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Rest. Ant.

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LEWIS W. FISHMAN
BOARD CERTIFIED IN HEALTH LAW

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VIA FEDERAL EXPRESS

August 30, 2004

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Femwell Group Health, Inc.
Charter No. P94000043356

To Whom It May Concern:

Enclosed please find the original Amended and Restated Articles of Articles of Incorporation of the above referenced Corporation, along with the Certificate relative to such amendment and restatement, along with my check in the amount of \$52.50, representing the Amendment filing fee of \$35.00, the Certified Copy fee of \$8.75 and the Certificate of Status fee of \$8.75.

Assuming that you find the foregoing in order, please file the Amended and Restated Articles of Incorporation of record and forward the undersigned a certified copy along with a Certificate of Status.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,



Lewis W. Fishman

LWF:mmr
Enclosure

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FEMWELL GROUP HEALTH, INC.**

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ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

FEMWELL GROUP HEALTH, INC.

ARTICLE II - NATURE OF CORPORATE BUSINESS

This Corporation, through its officers and employees, shall be authorized:

- (a) to engage in the provision of management services to medical group practices, to individual medical practices, to physicians, and to medical related entities, including but not limited to diagnostic treatment centers;
- (b) to engage in any activities which will facilitate and promote the provision of such management services;
- (c) to invest the Corporation's funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Chapter 607, Florida Statutes, as amended, being the Florida Business Corporation Act;
- (d) to have and exercise all powers now or hereafter conferred by law upon corporations organized in Florida; and
- (e) for the purpose of transacting any or all lawful business.

ARTICLE III – CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock, having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board the Directors of the Corporation.

ARTICLE IV – REGISTERED AGENT AND REGISTERED OFFICE

The Corporation's registered agent and registered office in the State of Florida shall be:

Francisco J. Leon
6351 SW 72 Street
South Miami, Florida 33143

ARTICLE V – BOARD OF DIRECTORS

The number of directors may be altered from time to time by bylaws adopted by the shareholders of the Corporation. However, this Corporation shall have no less than three (3) directors at any time.

ARTICLE VI – AMENDMENT OF ARTICLES

These Articles may be amended at any time by the recommendation of the Board of Directors, upon the approval of the majority of the shareholders.

ARTICLE VII – INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by applicable law.

ARTICLE VIII – MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and principal office of the Corporation shall be:

6351 S.W. 72 Street
South Miami, Florida 33143

**CERTIFICATE RELATIVE TO AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF FEMWELL GROUP HEALTH, INC.**

Pursuant to the provisions of Section 607.1007, Florida Statutes, the undersigned Florida corporation files this Certificate and states as follows:

1. The Amended and Restated Articles of Incorporation of Femwell Group Health, Inc., appended hereto contains amendments to Articles II, IV, V, VI, VII, VIII and IX, all requiring the approval of a majority of the Shareholders.
2. The name of the corporation is Femwell Group Health, Inc.
3. Article II is amended, to read as follows:

"ARTICLE II – NATURE OF CORPORATE BUSINESS

This Corporation, through its officers and employees, shall be authorized:

- (a) to engage in the provision of management services to medical group practices, to individual medical practices, to physicians, and to medical related entities, including but not limited to diagnostic treatment centers;
- (b) to engage in any activities which will facilitate and promote the provision of such management services;
- (c) to invest the Corporation's funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Chapter 607, Florida Statutes, as amended, being the Florida Business Corporation Act;
- (d) to have and exercise all powers now or hereafter conferred by law upon corporations organized in Florida; and
- (e) for the purpose of transacting any or all lawful business."

4. Article IV is amended to read as follows:

"ARTICLE IV – REGISTERED AGENT AND REGISTERED OFFICE

The Corporation's registered agent and registered office in the State of Florida shall be:

Francisco J. Leon
6351 S.W. 72 Street
South Miami, Florida 33143

5. Article V is amended to read as follows:

"ARTICLE V – BOARD OF DIRECTORS"

The number of directors may be altered from time to time by bylaws adopted by the shareholders of the Corporation. However, this Corporation shall have no less than three (3) directors at any time."

6. Article VI is deleted.

7. A new Article VI is added, to read as follows:

"ARTICLE VI – AMENDMENT OF ARTICLES"

These Articles may be amended at any time by the recommendation of the Board of Directors, upon the approval of the majority of the shareholders."

8. Article VII is deleted.

9. Article VIII is renumbered as Article VII, and reads as follows:

"ARTICLE VII – INDEMNIFICATION"

This Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by applicable law."

10. Article IX is renumbered as Article VIII and amended to read as follows:

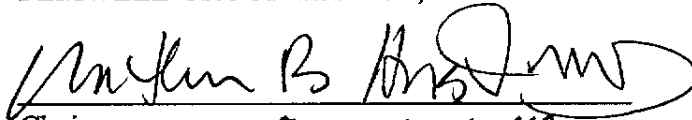
"ARTICLE VIII – MAILING ADDRESS AND PRINCIPAL OFFICE"

The mailing address and principal office of the Corporation shall be:

6351 S.W. 72 Street
South Miami, Florida 33143"

11. These amendments were adopted by the Shareholders, upon recommendation of the Board of Directors, at a meeting held on 4/27/2004, and the number of votes cast for the amendments were sufficient for approval.

FEMWELL GROUP HEALTH, INC.


Chairperson RAYMOND HIRSCH MD.