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MICHAEL D. FOX, M.D., P.A.

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*Amended &
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

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OF

MICHAEL D. FOX, M.D., P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the corporation was formed pursuant to the Articles of Incorporation filed with the Secretary of State of Florida and accepted for record by the Secretary of State of Florida on the fifth day of August, 1994.

WHEREAS, all of the shareholders and directors now desire to amend and fully restate the Articles of Incorporation.

The undersigned, for the purpose of forming a professional service corporation under Chapter 607 of the Florida Statutes, as modified by Chapter 821 of the Florida Statutes, adopts the following Articles of Incorporation:

Article IName

Section 1.1. Name. The name of this corporation shall be MICHAEL D. FOX, M.D., P.A.

Article IIPrincipal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 3627 University Boulevard South, Suite 200, Jacksonville, Florida 32218.

Article IIICapital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock. No person other than a professional corporation, a professional limited liability company, or an individual, each of which must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida, shall be a shareholder of this professional corporation.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book, or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this professional corporation as they see fit.

Section 3.3. Voting Trusts. Except as otherwise expressly provided by the laws of the State of Florida, no shareholder of this professional corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of the shareholders' stock.

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Article IV**Initial Registered Agent and Address**

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Michael D. Fox, M.D.
937 Saratoga Drive
Jacksonville, Florida 32207

Article V**Incorporator**

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Randal C. Fatbanks, Esq.
Brennan, Manna & Diamond, P.L.
The SunTrust Building
78 South Laura Street, Suite 2110
Jacksonville, Florida 32202

Article VI**Effective Date: Duration**

Section 6.1. Effective Date. Corporate existence shall commence on the effective date these Articles are filed with the Department of State.

Section 6.2. Duration. This corporation shall exist perpetually.

Article VII**Purposes**

Section 7.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a physician, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine. This corporation shall have all the powers conferred upon it by the laws of the State of Florida and not prohibited by the Florida Professional Service Corporation and Limited Liability Company Act; provided, however, that this professional corporation shall not engage in any business other than the rendering of the professional services described above for which it is organized. It is expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes in which this professional corporation is otherwise permitted by law to engage.

Article VIII**Directors**

Section 8.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one (1).

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Section 8.2. Initial Directors. The name and street address of the initial director of the professional corporation is:

Michael D. Fox, M.D.
887 Saratoga Drive
Jacksonville, Florida 32207

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve this professional corporation in any other capacity and receive compensation therefore in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law.


Article IX
Bylaws

Section 9.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended, or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend, or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

Section 10.1. Amendment. This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the President has executed these Amended and Restated Articles of Incorporation effective as of the 17th day of April, 2007.


MICHAEL D. FOX, M.D.

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 807.0501, and 807.0505, Florida Statutes, the following is submitted:

Having been named as registered agent 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.

DATED effective the 11 day of April, 2007.

BRENNAN, MANNA & DIAMOND, P.L.

By Randal C. Fairbanks
RANDAL C. FAIRBANKS, Member

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