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Page 1 of 1

(((H14000023827 3)))

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**ARTICLES OF AMENDMENT AND
RESTATED ARTICLES OF INCORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

ALLIANCE MEDICAL PRACTICES, INC.

These Articles of Amendment and Restated Articles of Incorporation of **ALLIANCE MEDICAL PRACTICES, INC.**, a for profit corporation under the laws of the State of Florida (the "Corporation"), are adopted and filed pursuant to the provisions of Sections 607.1003 and 607.1007, Florida Statutes, as amended.

FIRST: The name of the Corporation is **ALLIANCE MEDICAL PRACTICES, INC.** The Corporation's Document Number is P94000078379. The Corporation's Articles of Incorporation were originally filed on October 25, 1994.

SECOND: Set forth below are the Amended and Restated Articles of Incorporation of the Corporation, which amend and supersede in their entirety the Corporation's Articles of Incorporation, as previously restated and amended. Obsolete matters and matters of only historical interest have been omitted. All amendments included in these Amended and Restated Articles of Incorporation have been adopted in accordance with Section 607.1002, Florida Statutes.

THIRD: The amendments contained in the attached Amended and Restated Articles of Incorporation were duly adopted by the sole shareholder of the Corporation on January 9, 2014. The vote, being unanimous, was sufficient for approval.

FOURTH: The Amended and Restated Articles of Incorporation set forth below shall be effective as of January 1, 2014, or if later, the date of filing with the Florida Secretary of State.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

ALLIANCE MEDICAL PRACTICES, INC.

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*Alliance Medical Practices, Inc.
Amended and Restated Articles of Incorporation*

**ARTICLE II
Powers**

This Corporation shall have all of the powers, and be subject to the restrictions, applicable to a corporation organized under the Florida Business Corporation Act, Florida Statutes Ch. 607. Without limitation, this Corporation shall have the power to exercise all the powers enumerated in Section 607.302, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance on any of the powers or purposes herein above enumerated which are not in derogation of the laws of the State of Florida.

**ARTICLE III
Term of Existence**

The Corporation shall have perpetual existence.

**ARTICLE IV
Board of Directors**

SECTION 1. Generally. The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation.

SECTION 2. Reserved Authority of SantaFe HealthCare, Inc. The Board of Directors of SantaFe HealthCare, Inc. ("SFHC") (the "SFHC Board"), the sole shareholder of the Corporation, by resolution, shall have the power and authority to modify, amend, rescind or repeal any action taken by the Board of Directors.

**ARTICLE V
Officers**

The officers of the Board of Directors shall be a Chairman and Vice Chairman of the Board, a Chief Executive Officer, a President, Secretary and Treasurer, and such other officers as may be provided for in the Bylaws. Officers shall be elected or appointed as provided in the Bylaws.


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*Alliance Medical Practices, Inc.
Amended and Restated Articles of Incorporation*

**ARTICLE VI
Amendments**

The Articles of Incorporation and Bylaws of the Corporation may be amended or restated by the Board of Directors of SantaFe HealthCare, Inc., the sole shareholder of the Corporation, upon the affirmative vote of two-thirds of the Directors then in office in accordance with the procedures set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of January, 2014.



Michael P. Gallagher, Chief Executive
Officer