



THE UNITED STATES  
CORPORATION  
COMPANY

P94000079634

ACCOUNT NO. : 072100000032

REFERENCE : 024065 6209A

AUTHORIZATION :

*Patricia Pizot*

COST LIMIT : \$ 35.00

ORDER DATE : November 6, 1998

ORDER TIME : 11:27 AM

ORDER NO. : 024065-005

CUSTOMER NO: 6209A

CUSTOMER: William H. Cauthen, Esq  
Cauthen & Feldman  
215 N. Joanna Avenue

Tavares, FL 32778-3200

200002682212--0

RECEIVED

98 NOV -6 PM 4:21

DIVISION OF CORPORATIONS

DOMESTIC AMENDMENT FILING

NAME: FRANCISCO SANTOS, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

FILED  
98 NOV -6 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dee 11/10*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 6, 1998

CSC  
SARA LEA  
TALLAHASSEE, FL

SUBJECT: FRANCISCO SANTOS, M.D., P.A.  
Ref. Number: P94000079634

RECEIVED  
98 NOV -9 PM 4:13  
DIVISION OF CORPORATION

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for FRANCISCO SANTOS, M.D., P.A. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 998A00054157

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
FRANCISCO SANTOS, M.D., P.A.

FILED  
98 NOV -6 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation for FRANCISCO SANTOS, M.D., P.A. were filed on October 31, 1994, effective November 1, 1994 and assigned document number P94000079634. Pursuant to Florida Statute 607.1003, the Articles of Incorporation are amended and restated in its entirety as follows:

ARTICLE I  
Name

The name and address of this corporation shall be: FRANCISCO SANTOS, INC., at 2021 EDGEWATER DRIVE, MOUNT DORA, FL 32757

ARTICLE II  
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III  
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 7,500 shares of common stock each with a par value of \$1.00.

ARTICLE IV  
Director Appointment

NAME	ADDRESS
VIVIAN SANTOS	2021 EDGEWATER DRIVE MOUNT DORA, FL 32757

ARTICLE V  
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI  
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

ARTICLE VII  
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII  
Board of Directors

A. The business of the corporation shall be managed by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications

equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX  
Effective Date

The date that the Amended and Restated Articles of Incorporation shall become effective shall be the date of filing with the Florida Secretary of State. This election is pursuant to Florida Statute 607.0123. The amendment was approved by the shareholders and the number of votes cast for the amendment was sufficient for approval. The date of adoption was November 5, 1998.

ARTICLE X  
Registered Office and Registered Agent

The address of the registered office of this corporation is 2021 EDGEWATER DRIVE, MOUNT DORA, FL 32757. The name of the Registered Agent of this corporation is VIVIAN SANTOS at the above office address.

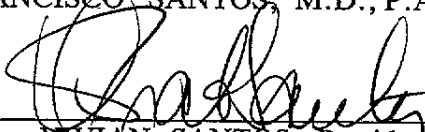
ARTICLE XI  
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, VIVIAN SANTOS has executed these AMENDED AND RESTATED ARTICLES OF INCORPORATION the 5th day of November, 1998.

FRANCISCO SANTOS, M.D., P.A.

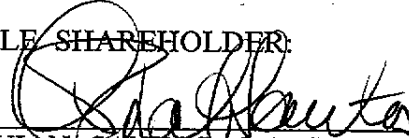
By:

  
VIVIAN SANTOS, President

ATTEST:

  
VIVIAN SANTOS, Secretary

SOLE SHAREHOLDER:

  
VIVIAN SANTOS, Sole Shareholder

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
FRANCISCO SANTOS, M.D., P.A.

I hereby accept to act as Registered Agent for FRANCISCO SANTOS, INC., as  
stated in these Amended and Restated Articles of Incorporation.

Dated: November 5th, 1998.

  
\_\_\_\_\_  
VIVIAN SANTOS