

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

NAPLES CARDIO-PULMONARY REHABILITATION CENTER, INC.

Certificate of Status	0
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EFFECTIVE DATE
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NAPLES CARDIO-PULMONARY REHABILITATION CENTER, INC.

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly and unanimously adopted by its shareholders and board of directors, hereby adopts the following Amended and Restated Articles of Incorporation to bring the corporation into compliance with Chapter 621 of the Laws of the State of Florida:

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract, and who is licensed or otherwise legally authorized to render the professional services herein described, hereby forms NAPLES CARDIO-PULMONARY REHABILITATION CENTER, P.A., a professional service corporation under Chapter 621 of the Laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS.

The name of the corporation is NAPLES CARDIO-PULMONARY REHABILITATION CENTER, P.A. The principal business address of the corporation is 680 2nd Avenue, North, Suite 100, Naples, Florida 34102.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in each and every aspect of the general practice of cardio-pulmonary medicine but only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services; and engage in any and every other activity permitted from time to time for a corporation so formed to engage in.

ARTICLE III. CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock of the same class. The

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stockholders shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its stock from time to time without first offering such shares to the then stockholders.

ARTICLE IV. TERM OF EXISTENCE

This corporation was incorporated on January 3, 1995, and shall have perpetual existence thereafter.

ARTICLE V. DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws but shall never be less than one (1).

ARTICLE VI. REGISTERED AGENT AND OFFICE

The name of the registered agent of the corporation at its registered office and the street address of its registered office is as follows:

<u>Name</u>	<u>Address</u>
Kimberly Leach Johnson	4501 Tamiami Trail, North, Suite 300 Naples, Florida 33940

ARTICLE VII. SUBSCRIBER

The name and address of the person signing these Amended and Restated Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Lawrence H. Albert, M.D.	680 2nd Avenue, North, Suite 100 Naples, Florida 34102

ARTICLE VIII. EFFECTIVE DATE

The Amended and Restated Articles of Incorporation shall be effective as of 11:59 p.m. local time, on December 31, 1998.

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The foregoing Amended and Restated Articles of Incorporation restate and integrate or amend in accordance with Section 607.1006 the provisions of the corporation's Articles of Incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the amended and restated Articles of Incorporation.

Dated: December 30, 1998

NAPLES CARDIO-PULMONARY
REHABILITATION CENTER, P.A.

By: 

Lawrence H. Albert, M.D., President