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FAX #: (850) 922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)
CONTACT: NANCY M PORCARI
PHONE: (561) 659-5990

ACCT#: 104075003305

FAX #: (561) 659-6313

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NAME: ADVANCED HEALTH CARE CONSULTANTS, P.A.

AUDIT NUMBER.....H97000021330

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...1

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PAGES.....7

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Articles
w/ Name Change
1/2/98
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FAX #: (850) 922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)

ACCT#: 104075003305

CONTACT: NANCY M PORCARI

PHONE: (561) 659-5990

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1997

ADVANCED HEALTH CARE CONSULTANTS, P.A.
4732 SW BRANCH TERR.
PALM CITY, FL 34990

SUBJECT: ADVANCED HEALTH CARE CONSULTANTS, P.A.
REF: P95000021651

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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

FAX Aud. #: H97000021330
Letter Number: 797A00060950

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ADVANCED HEALTH CARE CONSULTANTS, P.A.**

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T. S. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These First Amended and Restated Articles of Incorporation have been duly adopted by the Shareholders and Board of Directors of Advanced Health Care Consultants, P.A., on June 15, 1997, pursuant to and in accordance with Sections 621.13, 607.1006 and 607.1007, Florida Statutes. The Articles of Incorporation of Advanced Health Care Consultants, P.A. shall be and hereby are amended in their entirety to read as follows:

FIRST: The name of the Corporation is hereby changed to: ADVANCED HEALTH CARE CONSULTANTS, INC.

SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

THIRD: This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

FOURTH: This Corporation is authorized to issue ten thousand (10,000) shares of common stock, par value ONE AND NO/100s (\$1.00) per share.

FIFTH: The street address of the initial Registered Office of this Corporation is Phillips Point - East Tower, 777 S. Flagler Drive, Suite 900, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this Corporation at that address is Philip M. Sprinkle II.

SIXTH: The street address of the principal office of the Corporation is 11940 U.S. Highway One, Suite 201, North Palm Beach, Florida 33408.

SEVENTH: This Corporation shall have six (6) Directors and the number of Directors may be increased or diminished from time to time as provided in the By-Laws of this Corporation but shall never be less than one (1). All Shareholders shall be Directors.

Philip M. Sprinkle II
Florida Bar No. 724890
777 South Flagler Drive, Suite 900 East Tower
West Palm Beach, FL 33401
Telephone: (561) 659-5990

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EIGHTH. (A) Terms used in this Article Eighth shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or any amended or successor sections of the Florida Statutes.

(B) Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (1) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (2) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Article Eighth, Section (B) or Article Eighth, Section (D), indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) are not acts on which a proceeding specified above is based and in which the officer, Director, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) (i) were material to the cause of action so adjudicated and (ii) constitute:

- (a) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (b) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;

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- (c) in the case of a Director, a circumstance under which the liability provisions of F.S. Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or
- (d) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

(C) Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section B of this Article Eighth and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (1) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

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- (2) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section (D).

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section (C)(1) of this Article or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section (C)(2). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section (D) of this Article Eighth.

(D) Section B shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section B, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law, agreement, vote of shareholders, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

(E) Any indemnification under this Article Eighth shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the

applicable standard of conduct set forth in this Article Eighth. Such determination shall be made:

- (1) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (2) If such a quorum is not obtainable or, even if obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (3) By independent legal counsel:
 - (I) Selected by the Board of Directors prescribed in Section (E)(1) or the committee prescribed in Section (E)(2), or
 - (II) If a quorum of the Directors cannot be obtained for purposes of Section (E)(1) and the committee cannot be designated for purposes of Section (E)(2), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (4) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

(F) Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such

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proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article Eighth. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article Eighth.

(G) Indemnification and/or advancement of expenses as provided in this Article Eighth shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(H) If any part of this Article Eighth shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

NINTH: The duration of this Corporation is perpetual.


IN WITNESS WHEREOF, the undersigned has executed these First Amended and Restated Articles of Incorporation this 16th day of October, 1997.


Debbie Finnel, President

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STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me this 16th day of October, 1997, by Debbie
Finnel, President, who is personally known to me.


Print Name: Sondra G. Wyatt
Notary Public, State of Florida at Large
Commission No. _____
My commission expires: _____

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