

SENT BY: 6-20-95 13:56 FAXER: KASDIN, HELLER & KUPERSTEIN, P.A. CORPORATION: # 1/4

NUMBER OF PAGES: 1 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 07600000723

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((H95000006814))

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6/19/95

FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

3701-0000

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

FAX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H95000006814))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GMMG, INC.

FAX AUDIT NUMBER: H95000006814

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/19/1995

TIME REQUESTED: 13:56:46

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

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6/28

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 JUN 28 PM 3:21
DIVISION OF CORPORATIONS

SENT BY:

6-28-85 : 13:47 : GEIGER KASDIN HELLER+ DIV OF CORPORATIONS: 2/ 4

FA#: H95-6814

**ARTICLES OF INCORPORATION OF
GMMG, INC.**

**ARTICLE I
NAME**

The name of the Corporation is GMMG, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 3250 S.W. 3rd Avenue, Miami, Florida 33129.

**ARTICLE V
CAPITAL STOCK**

Authorized Shares and Consideration. The aggregate number of shares of all classes of capital stock that the Corporation shall have authority to issue is 11,000 shares, consisting of:

- (i) 10,000 shares of Class A Common Stock, par value \$.01 per share ("Class A Common Stock"); and
- (ii) 1,000 shares of Class B Common Stock, par value \$.01 per share ("Class B Common Stock" and collectively with the Class A Common Stock, the "Common Stock").

Stanley H. Kuperstein, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 113612

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95 JUN 23 PM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SENT BY:

8-28-03 : 10:48 (GEIGER KASOIN MILLER) DIV OF CORPORATIONS# 3/ 4

PA#: H95-6814

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is Stanley H. Kuperstein, Esq.

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles is:

Name

Address

Stanley H. Kuperstein, Esq. 1428 Brickell Avenue, 6th Floor
Miami, Florida 33131.

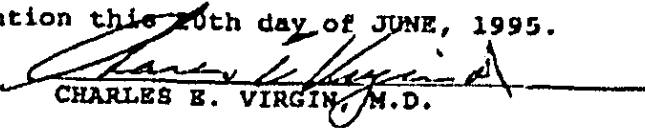
**ARTICLE VIII
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE IX
AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of JUNE, 1995.


CHARLES E. VIRGIN, M.D.

SENT BY:


0-26-03 . 10:30 GEIGER KASDIN HELLER • DIV OF CORPORATIONS: # 4/4

FA# : H95-6814

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

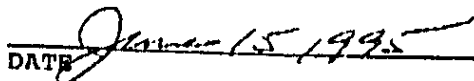
IN COMPLIANCE WITH SECTIONS 607.0501 AND 40.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT GMMG, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, HAS NAMED STANLEY H. KUPERSTEIN,
LOCATED AT 1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, DADE COUNTY,
FLORIDA, 33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.

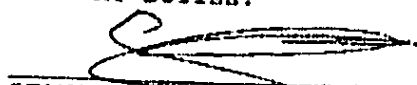

CHARLES E. VIRGIN, M.D.

INCORPORATOR
TITLE

DATE


JUNE 15 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


STANLEY H. KUPERSTEIN, ESQ.

FILED
95 JUN 23 PM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SENT BY

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1996

GEIGER KASDIN

1/10

P95000050654

11/03/95

FLORIDA DIVISION OF CORPORATIONS

10:25 AM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131-

FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H95000012353))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: GMMG, INC.

FAX AUDIT NUMBER: H95000012353

CURRENT STATUS: REQUESTED

DATE REQUESTED: 11/03/1995

TIME REQUESTED: 10:25:05

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 9

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 076030000723

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131-

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11/03/95
KLT

SENT BY:

11- 8-95 : 15:19 :

GEIGER KASDIN -

:# 1 / 3

GEIGER, KASDIN, HELLER, KUPERSTEIN, CHAMES & WEIL, P.A.
1428 BRICKELL AVENUE, 6TH FLOOR
MIAMI, FLORIDA 33131
(305) 372-5000
(305) 372-0552 (Fax)

IMPORTANT: THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

DATE: November 8, 1995

TO: Linda Stitt FAX: 904-922-4000

FROM: Esther Hellwig

RE: Letter Number 595A00049312

CLIENT #: 94640.215

Number of Pages (including cover page): 3

Transmitted by: Esther

PLEASE CALL (305) 372-5000 if you experience any problems with this transmission.

ADDITIONAL COMMENTS: Attached is the corrected first page of the Amended and Restated Articles of Incorporation of GMMG, Inc.

SENT BY:

11- 8-95 15:18 : GEIGER KASDIN -

2 / 3



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

1995 NOV -8 PM 3:49

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

November 3, 1995

GMMG, INC.
3250 S.W. 3RD AVENUE
MIAMI, FL 33129

SUBJECT: GMMG, INC.
REF: P95000050654

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000012353
Letter Number: 595A00049312

GMMG / GMMG - ART

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24:2 PM 8- NOV 96

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FA#: H95-12353

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1595 NOV -8 PM 3:49

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GMMG, INC.**

J. J. WORKS
MILLER, FLORIDA

The undersigned, pursuant to the provisions of Chapter 607 of the Florida Statutes, hereby adopts the following Amended and Restated Articles of Incorporation. The original articles were filed on June 30, 1995 for the purpose of forming a corporation under the laws of the State of Florida. These Amended and Restated Articles of Incorporation have been approved and adopted by the unanimous approval of the shareholders and directors of the Corporation in accordance with Section 607.1007 of the Florida Statute at a meeting held on October 16, 1995.

**ARTICLE I
NAME; ADDRESS**

The name of the corporation shall be GMMG, INC. (the "Corporation") and its principal place of business, unless and until relocated, shall be located at 3250 S.W. 3rd Avenue, Miami, Florida 33129.

**ARTICLE II
TERM**

The corporate existence of the Corporation shall be perpetual, unless and until terminated pursuant to Florida law.

**ARTICLE III
PURPOSES**

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida Business Corporation Act, as amended ("Florida Law").

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 0879185

FA#: H95-12353

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FA#: H95-12353

ARTICLE IV
REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and the street address of the registered office of this Corporation shall be:

Stanley Kuperstein
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131

ARTICLE V
CAPITAL STOCK

1. Authorized Shares and Consideration. The aggregate number of shares of all classes of capital stock that the Corporation shall have authority to issue is 20,000 shares, consisting of:

- (a) 15,000 shares of Class A Common Stock, par value \$.01 per share ("Class A Common Stock"); and
- (b) 100 shares of Class B Common Stock, par value \$.01 per share ("Class B Common Stock" and collectively with the Class A Common Stock, the "Common Stock").
- (c) 4900 shares of Class C Preferred Stock, par value \$.01 per share (the "Class C Preferred Stock").

2. Class A Common Stock.

(a) Class A Common Stock may only be issued to and purchased by individuals or entities which are Class A Limited Partners of Greater Miami Medical Group, Ltd., a Florida limited partnership (the "Partnership");

(b) Each holder of Class A Common Stock (the "Class A Shareholders") shall be entitled to one vote for each share of Class A Common Stock held by that holder of record at each meeting of the shareholders with respect to all matters on which the shareholders of the Corporation have a right to vote, with the exception of the election of Class B Directors.

FA#: H95-12353

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3. Class B Common Stock.

(a) Class B Common Stock may only be issued to and purchased by an affiliate of OrNda Hea thecorp, a Delaware corporation ("OrNda") or its successor or assigns. For purposes of these Articles of Incorporation, the term "affiliate" shall mean any entity or group controlling, controlled by, or under common control with, OrNda and "control" of an entity or group (including with correlative meaning the terms "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of an entity or group, whether through the ownership of voting securities, by contract or otherwise.

(b) Each holder of Class B Common Stock (the "Class B Shareholders") shall be entitled to one vote for each share of Class B Common Stock held by that holder of record at each meeting of the shareholders with respect to all matters on which the shareholders of the Corporation have a right to vote, with the exception of the election of Class A Directors.

4. Class C Preferred Stock.

(a) Class C Preferred Stock may only be issued to and purchased by an affiliate of OrNda.

(b) Each holder of a share of Class C Preferred Stock shall be entitled to the same dividend distribution paid to any holder of a share of common stock and shall be entitled upon liquidation of the Corporation to the same amount per share as paid to holders of Common Stock.

(c) Holders of Class C Preferred Stock shall not be entitled to vote on any matter presented to the shareholders for a vote.

5. Transfer. If any shareholder desires to sell, assign, convey, transfer, pledge or otherwise encumber all or any part of its shares of the Corporation's capital stock the sale, assignment, conveyance, transfer, pledge or encumbrance shall only be made in accordance with the Shareholders Agreement, as the same may be amended and/or restated, entered into by and among the Corporation and its shareholders, which is filed in the office of the Secretary/Treasurer of the Corporation (the "Shareholders Agreement").

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ARTICLE VI
SHAREHOLDER QUORUM AND VOTING

1. General Quorum and Voting for Shareholders. The holders of the Class A Common Stock and Class B Common Stock shall constitute one voting group for all purposes except with respect to the matters described in this Article VI, Sections 2 and 3, of these Articles of Incorporation as to which matters the holders of the Class A Common Stock and the holders of the Class B Common Stock shall constitute separate voting groups. Except as provided in Section 2 below, the affirmative vote of a majority of the total number of issued and outstanding shares of Common Stock entitled to vote, represented in person or by proxy, shall be the act of the shareholders.

2. Special Requirements for Shareholders. Notwithstanding the provisions of Section 1 above, 66 2/3% of the total number of issued and outstanding shares of each of the Class A Common Stock and Class B Common Stock, voting as separate voting groups, represented in person or by proxy, shall be the act of the shareholders, with respect to any of the following matters:

- (a) The sale of all or substantially all of the assets of the Corporation; or
- (b) Any merger or consolidation of the Corporation; or
- (c) As provided in Article X; or
- (d) Any of the matters described in Article VII, Section 3, to the extent brought to a vote of the shareholders.

ARTICLE VII
DIRECTOR NUMBERS; QUORUM AND VOTING

1. Directors; Number; Vacancies. The Corporation shall initially have 11 directors elected by the Class A Shareholders (the "Class A Directors") and 2 directors elected by the Class B Shareholders (the "Class B Directors" and collectively with the Class A Directors, the "Directors"). The number of Class A Directors and Class B Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The manner of election, removal and filling of vacancies of Directors shall be regulated by the Shareholders Agreement and the Bylaws, except as otherwise expressly provided by these Articles of Incorporation.

FA#: H95-12353

FA#: H95-12353

2. General Quorum and Voting for Directors. Except as provided in Section 3 of this Article VII, the affirmative vote of a majority of the Directors shall be the act of the Board.

3. Special Requirements for Directors. Notwithstanding Section 2 above, for purposes of the following matters, the affirmative vote of 66 2/3% of the Class A Directors and one of the Class B Directors is required and shall be the act of the Board.

- (a) the approval of the Corporation, as the general partner of the Partnership, to the incurrence of any indebtedness in excess of \$250,000 or more if incurred in a single transaction or occurrence;
- (b) the approval of the Corporation, as the general partner of the Partnership, to the entry by the Partnership into any capitation agreement or arrangement or any determination on the allocation of capitation payments, provided that the approval of the Class B Directors may not be unreasonably withheld;
- (c) the approval of the Corporation, as the general partner of the Partnership, for the Partnership to make an additional capital call;
- (d) the approval of the Corporation, as the general partner of the Partnership, for the Partnership to sell an asset or assets of the Partnership (other than assets contributed to the Partnership on the effective date of the Partnership by the Class A Partners thereof) in a single transaction if the gross sales price is \$1,000,000.00 or more, whether in cash or property;
- (e) the approval of the Corporation, as the general partner of the Partnership, for the Partnership to sell an asset or assets of the Partnership (other than assets contributed to the Partnership on the effective date of the Partnership by the Class A Partners thereof) if the aggregate sales price for such sale, together with all other sales of assets during the fiscal year in which the sale in question is occurring, is \$3,000,000.00 or more, whether in cash or property;
- (f) the approval of the Corporation, as the general partner of the Partnership, to any amendment or modification of the Agreement of Limited Partnership of the Partnership;
- (g) the approval of the Corporation, as the general partner of the Partnership, of the engagement by the Partnership of any management company, practice manager or contract manager for any services or operations engaged in by the Partnership;

FA#: H95-12353

FA#: H95-12353

- (h) the approval of the Corporation, as the general partner of the Partnership, to any contract or agreement that (i) has a term in excess of three (3) years, or (ii) obligates the Partnership to expend (whether lump sum or installments) \$1,000,000.00 or more, provided, however, this restriction shall not apply to any contract or agreement to provide medical services with any payors of the Partnership.

ARTICLE VIII
PREEMPTIVE RIGHTS AND CUMULATIVE VOTING

There shall be no preemptive rights and no cumulative voting.

ARTICLE IX
INDEMNIFICATION

1. Indemnification.

(a) The Corporation shall indemnify, to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to any future legislation or decision), each person (including the heirs, executors, administrators or estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, the "Proceeding"), against any liability (which for purposes of this Article shall include any judgment, settlement, penalty or fine) or cost, charge, or expense (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was a director, officer or committee member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan) (collectively, a "Director or Officer").

(b) Notwithstanding the foregoing, except with respect to the indemnification specified in Section 3 of this Article IX, the Corporation shall indemnify a Director or Officer entitled to indemnification under subsection (a) above in connection with a Proceeding (or part of a Proceeding) initiated by that Director or Officer only if authorization for the Proceeding (or part of a Proceeding) was not denied by the Corporation's Board of Directors within sixty (60) days after receipt of notice from the Director or Officer.

FA#: H95-12353

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2. Costs and Expenses. Costs, charges and expenses (including attorneys' fees) incurred by a Director or Officer referred to in Section 1(a) of this Article in defending a Proceeding shall be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to any future legislation or decisions) in advance of the final disposition of a Proceeding, upon receipt of an undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of a Director or Officer to repay all amounts so advanced in the event that it shall ultimately be determined that the Director or Officer is not entitled to be indemnified by the Corporation as authorized in this Article; provided that, in connection with a Proceeding (or part of a Proceeding) initiated by the Director or Officer, except a Proceeding authorized by Section 3 of this Article IX, the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the Proceeding only if authorization for the Proceeding (or part of a Proceeding) was not denied by the Corporation's Board of Directors within sixty (60) days after receipt of a request for advancement accompanied by an Undertaking. A Director or Officer to whom costs, charges and expenses are advanced pursuant to this Section shall not be obligated to repay pursuant to the Undertaking until the final determination of any pending Proceeding in a court of competent jurisdiction concerning the right of the Director or Officer to be indemnified or the obligation of the Director or Officer to repay pursuant to the Undertaking.

3. Advances. Any indemnification or advance under this Article shall be made promptly, and in any event within sixty (60) days, upon the written request of the Director or Officer. The right to indemnification or advances as granted by this Article shall be enforceable by the Director or Officer in any court of competent jurisdiction if the Corporation denies the request under this Article, in whole or in part, or if no disposition is made within the sixty (60) day period. The Director's or Officer's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in an action shall also be indemnified by the Corporation. It shall be a defense to an action that indemnification is prohibited by law or that the Director or Officer has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of any future legislation or decision, only to the extent that it does not impose a more stringent standard of conduct than permitted prior to any future legislation or decisions), but the burden of proving this defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee, its independent legal counsel, and its stockholders) to have made a determination prior to the commencement of an action that indemnification of the Director or Officer is proper in the circumstances because he has met the applicable standard of conduct, if any, nor the fact that there has been an actual determination by the Corporation (including its Board of Directors or any committee, its independent legal counsel, and its stockholders) that the Director or Officer has not met the applicable standard of

FA#: H95-12353

FA#: H95-12353

conduct, shall be a defense to the action or create a presumption that the Director or Officer has not met the applicable standard of conduct.

4. Nonexclusive Right. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may now or in the future be entitled under any statute, agreement, vote of stockholders or disinterested directors or recommendation of counsel or otherwise, both as to actions in the Director's or Officer's official capacity and as to actions in another capacity while holding office, shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the estate, heirs, beneficiaries, executors and administrators of the Director or Officer after termination of his official capacity. All rights to indemnification under this Article shall be deemed to be a contract between the Corporation and each Director and Officer of the Corporation described in Section 1 of this Article who serves or served in that capacity at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish any rights to indemnification of a Director or Officer or the obligations of the Corporation arising under this Article, for claims relating to matters occurring prior to any repeal or modification. The Corporation's Board of Directors shall have the authority, by resolution, to provide for indemnification of employees or agents of the Corporation and for other indemnification of the Directors and Officers of the Corporation as it shall deem appropriate.

5. Insurance. The Corporation may purchase and maintain insurance on behalf of any Director or Officer of the Corporation, against any liability asserted against him and incurred by him in any official capacity or arising out of his status as a Director or Officer, whether or not the Corporation would have the power to indemnify him against any liability under the provisions of this Article or the applicable provisions of Florida Law.

6. Invalidity. If this Article or any portion of it shall be invalidated or held to be unenforceable on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director and Officer of the Corporation described in Section 1 of this Article to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or adjudicated unenforceable and as permitted by Florida Law, or any other applicable laws.

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SENT BY:

11- 3-95 : 11:39 :

GEIGER KASDIN -

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**ARTICLE X
AMENDMENTS**

These Articles of Incorporation may be amended only by the affirmative vote of the holders of 66-2/3% of the outstanding shares of Class A Common Stock and a majority of the outstanding shares of Class B Common Stock, each voting as a separate voting group.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 27th day of October, 1995.


CHARLES E. VIRGIN, M.D., President

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