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BASIC AMENDMENT

SUBHASH THAREJA, M.D., P.A.

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Corporate Filing

Public Access Help

6/21/00
Amended & Restated
Art. w/ NAME CHANGE
DC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 19, 2000

SUBHASH THAREJA, M.D., P.A.
655 S APOLLO BLVD #1
MELBOURNE, FL 32901SUBJECT: SUBHASH THAREJA, M.D., P.A.
REF: P95000060114

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

Please remove the statute number 617.1007(4) from the first paragraph of your document and replace it with 607.1007. This is a profit corporation and 607.1007 is the correct statute number for a profit corporation.

The word "initial" must be removed from Article VI where it states initial street address, initial registered office and initial address of corporation.

Please accept our apology for failing to mention this in our previous letter.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 487-6906.

Darlene Connell
Corporate SpecialistFAX Aud. #: H00000032253
Letter Number: 300A00034705

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 16, 2000

SUBHASH THAREJA, M.D., P.A.
655 S APOLLO BLVD #1
MELBOURNE, FL 32901

SUBJECT: SUBHASH THAREJA, M.D., P.A.
REF: P95000060114

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

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.

Amended and Restated Articles are filed in compliance with section 607.1007, Florida Statutes. Please correct your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000032253
Letter Number: 900A00034557

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

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AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
SUBHASH THAREJA, M.D., P.A.

FILED
00 JUN 21 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment and Restatement to its Articles of Incorporation. The Articles of Incorporation of Subhash Thareja, M.D., P.A. are amended and restated read as follows:

ARTICLE I
Name

The name of this Corporation is S&S THAREJA, INC.

ARTICLE II
Term of Existence

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III
Purpose

To engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

THIS INSTRUMENT PREPARED BY:
DALE A. DETTMER, ESQ.
304 S. Harbor City Boulevard
Suite 201
Melbourne, Florida 32901
(407) 723-5646
Bar No. 172988

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ARTICLE V

Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

Registered Office, Agent and Corporation

The street address in Florida of the registered office of this Corporation is 655 Apollo Boulevard, Melbourne, Florida 32901 and the name of the registered agent of this Corporation at that address is Subhash Thareja. The address of the Corporation is 655 Apollo Boulevard, Melbourne, Florida 32901.

ARTICLE VII

Board of Directors

The Board of Directors shall consist of one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the person who shall serve as director until the first annual meeting of shareholders or until his successor shall have been elected and qualified is as follows:

Subhash Thareja, 123 Lansing Island Dr., Indian Harbour Bch, FL 32937

ARTICLE VIII

Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President

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of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

ARTICLE IX
Incorporator

The name and address of the initial incorporator is as follows:

J. Patrick Anderson, 930 S. Harbor City Blvd, Suite 505, Melbourne, FL 32901

ARTICLE X
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.


ARTICLE XI
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

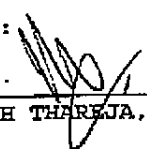
The foregoing amended and restated Articles of Incorporation of Subhash Thareja, M.D., P.A. was adopted by a vote of the shareholders and board of directors on the 31 day of May, 2000.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 31 day of May, 2000.

SUBHASH THAREJA, M.D., P.A.

By: 
SUBHASH THAREJA, President
& Registered Agent

Attest:


SUBHASH THAREJA, Secretary

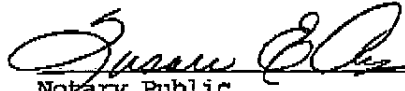
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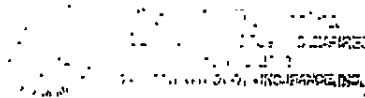
STATE OF FLORIDA
COUNTY OF BREVARD

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, SUBHASH THAREJA, President and Secretary of SUBHASH THAREJA, M.D., P.A., a Florida corporation, and wh is personally known to me, acknowledged that he executed the foregoing Certificate of Amendment as such officers for and on behalf of said Corporation after having been duly authorized so to do.

WITNESS my hand and official seal at Melbourne, Florida, this 3/ day of May, 2000.


Notary Public

My Commission Expires:



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