

P95000078782

LAW OFFICES  
GOLDSTEIN & GOLDSTEIN

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January 27, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100002072251--7  
-01/29/97-01043--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Siti Miriam Resorts, Inc.  
Corp. No.: P95000078782

Gentlemen:

Please find enclosed Restatement of Articles of Incorporation of Siti Miriam Resorts, Inc., for filing, and a check for \$70.00 to cover expenses.

Please return unneeded copies and please stamp those copies with "Received" stamp.

Respectfully yours,

*MW Goldstein*  
Maurice W. Goldstein

Enclosure

FILED  
97 FEB 10 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Restated Articles  
LFT 2-11-97*

~~*\* 789,664,671\**~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
97 FEB 10 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 4, 1997

Maurice W. Goldstein, Esquire  
% GOLDSTEIN & GOLDSTEIN  
24 North Market Street, #500  
Jacksonville, FL 32202-2877

SUBJECT: SITI MIRIAM RESORTS, INC.  
Ref. Number: P95000078782

We have received your document for SITI MIRIAM RESORTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 397A00005856

RECEIVED  
97 FEB 10 AM 9:05  
DIVISION OF CORPORATIONS

DOCUMENTS ENCLOSED/MEMO

Date February 7, 1997

Re: Siti Miriam Resorts, Inc. Ref #: P9500007R782

The following enclosures/messages are forwarded for action indicated by check mark below.

~~Please file the enclosed corrected Restated Articles of Incorporation. Thanks for the education.~~ Respectfully yours,

File/

Sign and return/

For information/

TO:

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**GOLDSTEIN & GOLDSTEIN**

Attorneys at Law

500 Law Exchange Building  
24 North Market Street  
Jacksonville, Florida 32202-2803  
Phone (904) 353-4421

FILED  
97 FEB 10 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

97 FEB 10 AM 11:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESTATEMENT OF ARTICLES OF INCORPORATION  
OF SITI MIRIAM RESORTS, INC.**

The undersigned directors and subscribers/stockholders of Siti Miriam Resorts, Inc., desiring to restate the Articles of Incorporation filed on October 13, 1995 (and assigned Document Number P95000078782), pursuant to § 607.1007, Florida Statutes, and other related sections, set forth the following:

**ARTICLE I**

The name of the corporation shall be Siti Miriam Resorts, Inc. The address of the principal office of the corporation and the mailing address of the corporation is 1408 San Marco Boulevard, Jacksonville, Florida 32207.

**ARTICLE II**

The duration of the corporation shall be perpetual.

**ARTICLE III**

The general purpose for which the corporation is organized shall be any lawful business, for profit, for which corporations may be incorporated under Chapter 607, Florida Statutes. More particularly, the general nature of the business of the corporation is to develop, operate and otherwise deal with the management and design of a comprehensive psychiatric and medical facility and a resort facility associated, together with owning, leasing and renting personal and real property acquired for use in the aforementioned general nature of business.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of non-assessable common stock, each share having a par value of \$.01, which may be issued for such consideration having a value of not less than the par value of the shares issued therefore as to the Board of Directors shall be deemed appropriate.

ARTICLE V

The street address of the corporation's registered office is 1408 San Marco Boulevard, Jacksonville, Florida 32207, and the name of its registered agent at that office is Ava Parker, Esq. A written acceptance as required in § 607.0501(3), Florida Statutes, is attached hereto.

ARTICLE VI

The number of directors constituting the Board of Directors is four, and the name and addresses of those persons who shall serve as directors are:

Mohamed O. Saleh, M.D.  
1408 San Marco Boulevard  
Jacksonville, FL 32207

Felix Ackolonu, M.D.  
1820 Barrs Street  
Jacksonville, FL 32204

Mark Kramp, M.D.  
1820 Prudential Drive, Suite 606  
Jacksonville, FL 32207

Ava Parker, Esquire  
11011 Harts Road  
Jacksonville, FL 32218

#### ARTICLE VII

The date and time of the commencement of the corporate existence shall be and remain the date of the filing of the original Articles of Incorporation with the Department of State of the State of Florida, on October 13, 1995, and the Document Number P95000078782 assigned shall remain the same. The effective date of the Restated Articles of Incorporation shall be the day of the filing of the Restated Articles of Incorporation.

#### ARTICLE VIII

No shares of stock have yet been issued. The holders of common stock shall have no preemptive rights to subscribe prorata to their holdings for any common stock issued after the initial shares are issued.

#### ARTICLE IX

This restatement contains amendments to the Articles of Incorporation requiring the approval of the subscribers/stockholders. On December 12, 1996, at a meeting called for that purpose the Subscribers/Stockholders unanimously approved the filing of this Restatement of the Articles of Incorporation, which approval was done in accordance with law and is sufficient under the law. This restatement was duly recommended to the Subscribers/Stockholders on December 9, 1996 by the unanimous vote of the Board of Directors, and approved by the Subscribers/Stockholders on December 12, 1996 by unanimous vote. The Board of Directors and the Subscribers/Stockholders of the corporation have duly complied with all laws relating to the Restatement of the Articles of Incorporation as herein set forth.

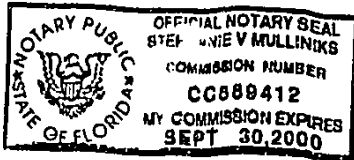
IN WITNESS WHEREOF the president of the corporation (who was the incorporator) has signed this instrument in Jacksonville, Florida on this 2 day of JANUARY, 1997.

M. Saleh  
Mohamed O. Saleh, M.D., President

STATE OF FLORIDA )  
                          ) ss.  
COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me on this 2 day of January, 1997 by Mohamed O. Saleh, M.D., President of Siti Miriam Resorts, Inc., on behalf of said corporation, there unto duly authorized, and who is personally known to me.

Stephanie V. Mulliniks  
Notary Public, State of Florida  
at large.




FILED  
97 FEB 10 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN**

**THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

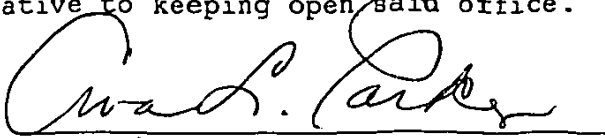
In pursuance of applicable Florida Statutes, the following is submitted, in compliance with said law.:

That Siti Miriam Resorts, Inc., desiring to restate its Articles of Incorporation under the laws of the State of Florida, with its registered office as indicated in the Restatement of Articles of Incorporation at 1408 San Marco Boulevard, Jacksonville, Florida 32207, has named Ava Parker, Esq., located at 1408 San Marco Boulevard, Jacksonville, Florida 32207, as its registered agent to accept service of process within this state.

  
Mohamed O. Saleh, M.D., President

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.

  
Ava Parker, Esq.