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     Account Name    : HAMRICK, PERREY, QUINLAN & SMITH, P.A.
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FILED 00 JAN -4 PM 4:35 SECRETARY OF STATE TALLAHASSEE, FLORIDA

BASIC AMENDMENT

BATEY CARDIOVASCULAR CENTER, P.A.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	$52.50

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Restated Art 1-4

RESTATED ARTICLES OF INCORPORATION OF BATEY CARDIOVASCULAR CENTER, P.A.

PURSUANT to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Restatement of its Articles of Incorporation:

1. **RESTATEMENT:**

ARTICLE I - NAME

The name of this corporation is Batey Cardiovascular Center, P.A.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 6100 Pointe West Blvd. West, Bradenton, FL 34209, and the mailing address of this corporation is 6100 Pointe West Blvd. West, Bradenton, FL 34209.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of delivering medical services and the transacting any and all lawful business incident thereto.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation has authorized to have outstanding at any one time is 5,000, with a par value of $.10. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock, only, issued in only one series.

Each outstanding share of common stock of Series A Common Stock and each outstanding share of Series B Common Stock outstanding on the date of adoption of this Amendment shall be surrendered and exchanged for one share of common stock.

ARTICLE IV – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this corporation is 601 12th Street West, Bradenton, FL 34205, and the name of the registered agent of this corporation is John V. Quinlan.

ARTICLE VII – INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII

The Board of Directors of this corporation shall be fixed from time to time by the bylaws but shall never be less than two (2). The directors of this corporation shall be classified in only one class of directors, and shall be elected by an affirmative vote of the shareholders representing a majority of the outstanding shares present and voting at any regular or special meeting.

ARTICLE IX

Amendments to these Articles of Incorporation shall be made only upon an affirmative vote of the shareholders representing tow-thirds (2/3) of all the outstanding shares of stock entitled to vote at any regular or special meeting of the corporation when shareholders are probably called with advanced notice of the proposed amendment.

2. EFFECTIVE DATE:

This Restatement was adopted on the 29th day of December, 1999

3. CERTIFICATE OF ACTION ADOPTING RESTATEMENT PURSUANT TO SECTION 607.1007(4) FLORIDA STATUTES:

This Restatement of the Articles of Incorporation required Shareholder approval. This Restatement of the Articles of Incorporation was approved by written action of all of the shareholders pursuant to section 607.0704, Florida Statutes, and the number of votes cast for the amendment by the shareholders was sufficient for approval. Shareholders were entitled to vote on the restatement consisting of the shareholders of Series A stock and the Series B Stock. The number of votes cast for the amendment by the shareholders was unanimous and sufficient for approval.

DATED this 29th day of December, 1999.

BATEY CARDIOVASCULAR CENTER, P.A.

By: Dominic Calabria M.D.
Its President

Attest:

Lawrence C. Hasara MD
Secretary

Corporate Seal

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 29th day December, 1999, by Dominic K Calabria and Lawrence Vasara, President and Secretary, respectively of Batey Cardiovascular Center, P.A., a Florida corporation on behalf of the corporation. They are personally known to me or have produced a Florida driver's license as identification and did not take an oath.

E. A. Lehrke
Notary Public, State of Florida
Print Name E. A. Lehrke
My Commission Expires: 5-27-2000
Commission Number CC 557513

CC 557513
7, 2000
...lic Underwriters

E. A. LEHRKE
MY COMMISSION # CC 557513
EXPIRES: May 27, 2000
Bonded Thru Notary Public Underwriters