



ESTAB 1956

LAW OFFICES

BOONE, BOONE, BOONE & HINES, P. A.

P. O. BOX 1596

VENICE, FLORIDA 34284

E. G. BOONE
JENNIFER A. BOONE
STEPHEN K. BOONE
CHARLES D. HINES
JOHN S. KODA

ESTABLISHED

STREET ADDRESS:

101 AVENUE DEL 385

TELEPHONE (941) 488-1166

488-7011

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VIA UPS 2ND DAY AIR

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: South County Heart Group, P.A.

Dear Sir:

We enclose original and one copy of Articles of Amendment and Restatement of the above corporation. Also enclosed is our check in the amount of \$122.50 to cover the cost of this filing.

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles of Amendment and Restatement	52.50
Total Filing Fee	\$122.50

Please return a certified copy of the Articles of Amendment and Restatement to our office at the post office box listed above.

Thank you for your attention to this matter.

Very truly yours,

Stephen K. Boone

ab
enclosures

APPROVED
AND
FILED

96 DEC 18 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten:
OK
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Amend + Reta with nc
Cert Copy
12-18-96

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
SOUTH COUNTY HEART GROUP, P.A.

We, the undersigned, being the President and Secretary of SOUTH COUNTY HEART GROUP, P.A., hereby certify that the following Amendment and Restatement of its Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on the 10th day of December, 1996:

The undersigned, desiring to restructure the corporation in accordance with Chapter 607 of the Florida Statutes, adopt the following Restated Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be:

SOUTH COUNTY HEART GROUP, INC.

ARTICLE II
BUSINESS, OBJECTS AND PURPOSE

The general nature of the business to be transacted by this corporation is:

(a) To engage only in every aspect and phase of the business of rendering medical services to the general public and to do all things in connection therewith that are customarily done under the laws of the State of Florida; Provided, however, that any professional medical services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice such profession therein. In the rendition by any licensed professional employee of the corporation of any professional medical services,

the corporation shall not influence the manner in which any such employee practices his or her profession.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(b) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders of this corporation shall be no greater in any aspect than that of a shareholder-employee of a corporation under Chapter 607, Florida Statutes.

(c) To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment and to own real and personal property necessary for the rendering of professional services.

(d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or attainment of the objectives or the furtherance of such purposes or objects of this corporation to such extent as a corporation organized under Chapter 607, Florida Statutes, may now or hereafter lawfully do.

(e) To purchase and acquire at the option of the corporation any and all of its shares owned and held by any such shareholder as he should desire to sell, transfer or otherwise dispose of his shares in accordance with the Shareholder Agreement and By-Laws and adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided the capital of this corporation is not impaired.

(f) To purchase and acquire, at the option of the corporation, the shares owned and held by any shareholder who dies, in accordance with the Shareholder Agreement and By-Laws and adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

(g) To enter into, at the option of the corporation, for the benefit of its employees, one or more of the following:

- (1) A pension plan;
- (2) A profit sharing plan;

- (3) A stock bonus plan;
- (4) A thrift and savings plan;
- (5) A restricted stock option plan, or
- (6) Other retirement or incentive compensation plans.

(h) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III - CAPITAL STOCK

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid fully for and shall be non-assessable.

(b) In the election of directors of this corporation, there shall be noncumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes,

debentures, bonds or other securities convertible into, or carrying options or warrants to purchase. Shares of any class may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such persons or person as the Board of Directors may determine;

(d) No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IV
CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall begin business shall be five thousand dollars (\$5,000.00).

ARTICLE V
EXISTENCE OF THE CORPORATION

This corporation shall have a perpetual existence.

ARTICLE VI
PRINCIPAL OFFICE

The principal office of this corporation shall be located at 1225 Jacaranda Boulevard, Venice, Florida 34293, but the corporation shall have the power to relocate its principal office

or establish branch offices at any other place within or without the State of Florida as may be determined or deemed expedient.

ARTICLE VII
OFFICERS AND DIRECTORS

The business of this corporation shall be conducted, carried on and managed by the officers of this corporation and a board of directors composed of two (2) members, all of whom must be shareholders of the corporation. The number of directors may be altered from time to time in accordance with the By-Laws adopted by this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice President and a Secretary/Treasurer and any other officers as to the Board of Directors may seem expedient. Any two or more offices except President and Secretary may be held by the same person. The office of Secretary may be held by a non-stockholder and non-director.

The names and addresses of the first Board of Directors are the same as those set forth in Article VIII below for Incorporators.

ARTICLE VIII
INCORPORATORS

The names and post office addresses of the incorporators and the number of shares each agrees to take are:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
William J. Corin	1225 Jacaranda Boulevard Venice, Florida 34292	100
Robert A. Nuzum	1225 Jacaranda Boulevard Venice, Florida 34292	100

ARTICLE IX
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a two-thirds (2/3) majority of the stock entitled to vote thereon, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

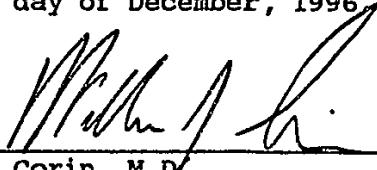
ARTICLE X
REGISTERED AGENT

The registered agent and the address of his office are:

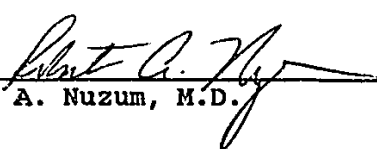
Stephen K. Boone
1001 Avenida del Circo
P.O. Box 1596
Venice, FL 34284

Said registered agent by virtue of his signature at the end of these Restated Articles of Incorporation acknowledges appointment as such and agrees to accept service of process for this corpora-tion.

IN WITNESS WHEREOF, the Incorporators executed these Articles of Incorporation this 10th day of December, 1996.



William J. Corin, M.D.



Robert A. Nuzum, M.D.

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 10th day of December, 1996, by WILLIAM J. CORIN and ROBERT A. NUZUM, who are personally known to me.

NOTARY PUBLIC

Sign Jennifer S. Boone
Print JENNIFER S. BOONE

(SEAL)
My Commission Expires:



JENNIFER S. BOONE
COMMISSION # CC 820380
EXPIRES JAN 22, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, who has been designated registered agent and to accept service of process for the above corporation, affirms that his name is Stephen K. Boone, Esquire, and the address for the registered office of the corporation is 1001 Avenida del Circo, Venice, Florida 34285. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

A handwritten signature of Stephen K. Boone, written in dark ink, positioned above a horizontal line.

Stephen K. Boone