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8/21/97 AUG 27 '97 01:20 PM BROAD AND CASSEL DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET 5:23 PM

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TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4000  
FROM: BROAD AND CASSEL ACCT#: 076376001555  
CONTACT: ~~WOLFE~~ *Heather Ellis / Jodi Lawrence*  
PHONE: (407) 483-7000 FAX #: (407) 483-7321 (561)  
NAME: PALM GLADES RURAL HEALTH ASSOCIATES, P.A.  
AUDIT NUMBER.....H97000013869  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0 PAGES..... 4  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$87.50

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\*\* ENTER 'M' FOR MENU. \*\*

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TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4000

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AUG 27 PM 3:02  
TALLAHASSEE, FLORIDA

8/27/97 PM 1:23

*Amended/Restated  
w/ Name Change  
8/27/97  
DL*

8/21/97 AUG 21 '97 05:34PM BROAD AND CASSEL  
FLORIDA DIVISION OF CORPORATIONS  
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P.1 5:23 PM

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000  
FROM: BROAD AND CASSEL ACCT#: 076376001555  
CONTACT: ~~LUCIA~~ *Heather Ellis / Jodi Lawrence*  
PHONE: (407)483-7000 FAX #: (407)483-7321

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

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87 AUG 22 11 8:09

AUG 27 '97 01:20PM BROAD AND CASSEL

Fax Audit Number: H97000013869

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF

PALM GLADES RURAL HEALTH ASSOCIATES, P.A.

Pursuant to Section 607.1007 of the Florida Statutes, PALM GLADES RURAL HEALTH ASSOCIATES, P.A., a Florida professional association (the "Corporation"), certifies that:

- (1) The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on April 26, 1996.
- (2) The Articles of Incorporation are restated as follows:

ARTICLE I - NAME

The name of this Corporation is Palm Glades Rural Health Associates, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

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

The principal place of business and mailing address of this Corporation shall be: 217 West Avenue A, Belle Glade, Florida 33430.

Jodi B. Laurence, Esquire  
Florida Bar Number 0860689  
Broad and Cassel  
7777 Glades Road  
Suite 300  
Boca Raton, Florida 33434  
Telephone: (561) 483-7000  
Fax Audit Number: H97000013869

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PALM BEACH COUNTY, FLORIDA  
11:33 AM

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#### ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$.01 par value common stock which shall be designated as "Common Shares."

#### ARTICLE VI - 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 may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434 and the name of the registered agent of this Corporation at that address is Jodi B. Laurence.

#### ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have one director constituting the Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five.

The name and address of the Board of Directors of the Corporation is:

William Kirby Edge  
217 West Avenue A  
Belle Glade, Florida 33430

#### ARTICLE IX - INCORPORATOR

The name and address of the Incorporator for these Amended and Restated Articles is: William Kirby Edge, 217 West Avenue A, Belle Glade, Florida 33430.

#### ARTICLE X - INDEMNIFICATION

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

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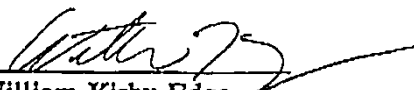
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ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

These Restated Articles of Incorporation were adopted by the Board of Directors of this Corporation on August 21, 1997. The shareholders unanimously approved this amendment on August 21, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 21 day of August, 1997.

  
\_\_\_\_\_  
William Kirby Edge  
Incorporator/Sole Director  
/President

Fax Audit Number: H97000013869

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

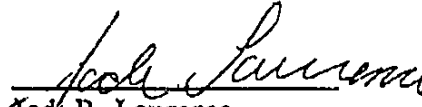
In compliance with the laws of the State of Florida, the following is submitted:

First - That Palm Glades Rural Health Associates, Inc., desiring to organize under the laws of the State of Florida, has designated 7777 Glades Road, Suite 300, Boca Raton, Florida 33434 as the place of business for the service of process within this state.

Second -- That the above corporation has named Jodi B. Laurence as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 21 day of August, 1997.

  
\_\_\_\_\_  
Jodi B. Laurence  
Registered Agent

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