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GRAY ROBINSON

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BASIC AMENDMENT

J. DEAN COLE, M.D., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
J. DEAN COLE, M.D., P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, President of J. DEAN COLE, M.D., P.A., a Florida professional corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is J. DEAN COLE, M.D., P.A.

ARTICLE SECOND: The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein were duly adopted by the Directors and Shareholders of the Corporation by Unanimous Written Consent, executed on January 2, 2004.

ARTICLE THIRD: The effective date of these Amended and Restated Articles of Incorporation shall be January 1, 2004.

ARTICLE FOURTH: The Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

ARTICLES OF INCORPORATION

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be J. DEAN COLE, INC.

ARTICLE II - ADDRESS

The mailing address of the corporation is 1118 S. Orange Avenue, Suite 205, Orlando, Florida 32806.

ARTICLE III - GENERAL NATURE OF BUSINESS

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

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only

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through employees or agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this 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 or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - DURATION

This corporation shall exist perpetually.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

301 East Pine Street, Suite 1400
Orlando, Florida 32801

The name of the registered agent of this corporation at that address shall be:

David L. Schick

ARTICLE VII - BOARD OF DIRECTORS

A. This corporation shall have one (1) director. The number of directors may be increased or diminished from time to time by the shareholders, but shall never be less than one (1). No decrease shall have the effect of shortening the term of any incumbent director.

B. Directors shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a shareholders' meeting at which a quorum is present.

C. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

ARTICLE VIII - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws.

ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

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A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with a shareholders agreement between this corporation and its shareholders setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, 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 plan.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended only by the Shareholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation, has hereunto set his hand, this 2nd day of January, 2004.




J. Dean Cole, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of January, 2004, by J. Dean Cole, President of the Corporation.

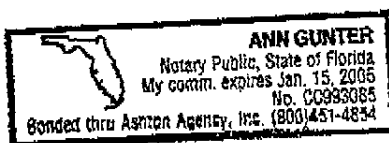


Signature of Notary Public



(Print Notary Name)
My Commission Expires: 1-15-2005
Commission No.: 00993085

AFFIX NOTARY STAMP




☒ Personally known, or
☐ Produced Identification
Type of Identification Produced: _____

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of J. Dean Cole, Inc., I hereby accept and agree to act in this capacity.

Dated: January 2, 2004.



David L. Schick