



THE UNITED STATES
CORPORATION
COMPANY

P96000077890

ACCOUNT NO. : 072100000032

REFERENCE : 239049 9563A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 35.00

ORDER DATE : January 28, 1997

ORDER TIME : 11:11 AM

ORDER NO. : 239049-005

CUSTOMER NO: 9563A

CUSTOMER: Sharon M. Zuccaro, Esq.
Budd & Zuccaro
Suite 201
3033 Riviera Drive
Naples, FL 33940

400002071424--8

DOMESTIC AMENDMENT FILING

NAME: FGC CYPRESS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
97 JAN 28 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 JAN 28 PM 12:12
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amended
Per
W/M
Chang
1/31/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

CSC - KATHY DRAKE

TALLAHASSEE, FL

SUBJECT: FGC CYPRESS, INC.
Ref. Number: P96000077890

RESUBMIT

Please give original
submission date as file date.

We have received your document for FGC CYPRESS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 597A00004384

RECEIVED
97 JAN 30 PM 1:11
DIVISION OF CORPORATION

97 JAN 28 PM 1:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Originally incorporated as
FGC CYPRESS, INC.
Corporation Number P96000077890

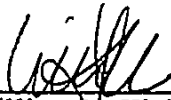
**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FGC CYPRESS, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, FGC Cypress, Inc., acting through its duly authorized officer in the manner provided by law, hereby makes the following amendment and restatement of its Articles of Incorporation.

1. **NAME.** The name of the Corporation is: MDG-CPR CYPRESS GLEN, INC. (the "Corporation")
2. **PRINCIPAL OFFICE.** The principal place of business and mailing address of this Corporation is: 324 Fifth Avenue South, Naples, Florida.
3. **NATURE OF BUSINESS AND POWERS.** The general nature of the business to be transacted by this Corporation is to engage in any and all business with all the powers, permitted under the laws of the State of Florida.
4. **CAPITAL STOCK.** The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding is 7,500 shares of common stock having a par value of \$1.00 per share.
5. **TERM OF EXISTENCE.** This Corporation shall have perpetual existence.
6. **AMENDMENT.** This Corporation reserves the right to amend or repeal any and all provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation. The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval.

This is to certify that above contains an amendment to Article 1, Name, and that the above was approved by action by written consent of all the directors of this Corporation effective the 31st day of January, 1997.

IN WITNESS WHEREOF, this corporation has executed this instrument by its duly authorized officer this 27th day of January, 1997.



William E. Klohn, President