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Division of Corporations
Fax Number : (850) 205-0380

From: Rosa Wong, Paralegal

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

HEALTHCARE ATLANTIC, INC.

Certificate of Status	0
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RECEIVED

07 MAY 29 AM 8:00

DIVISION OF CORPORATIONS

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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5/29/07
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**HEALTHCARE ATLANTIC, INC.
(A Florida Corporation)**

FILED
07 MAY 29 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **HEALTHCARE ATLANTIC, INC.**, (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was April 25, 1997, as amended from time-to-time thereafter.

2. The Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors on May 29, 2007 and the Shareholders of the Corporation on May 29, 2007 in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is **HEALTHCARE ATLANTIC, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 2100 Ponce de Leon Boulevard, Suite 950, Coral Gables, Florida 33134

**ARTICLE III
STOCKHOLDER ACTION**

Any action required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders and may not be taken or effected by the written consent of stockholders in lieu thereof.

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ARTICLE IV
CAPITAL STOCK

The total number of shares of stock that the Corporation is authorized to issue is Three Hundred Thousand (300,000) shares, par value \$.01 per share, of common stock.


ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is One Southeast Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

ARTICLE VI
INDEMNIFICATION

This Corporation shall indemnify the officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 29 day of May, 2007.

By: 
Name: Marcio C. Cabrera
Title: President

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CERTIFICATE OF ACCEPTANCE BY

REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of HEALTHCARE ATLANTIC, INC., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

29, IN WITNESS WHEREOF, the undersigned has executed this Certificate this May 2007.

**AMERICAN INFORMATION SERVICES,
INC.**

By: Rosa Wong
Rosa Wong, Assistant Secretary
Registered Agent's Signature

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