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GASSMAN & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN S. GASSMAN*+
LONDON L. BATES**
JEFFREY M. GAD*

- * LL.M. IN TAXATION
- + BOARD CERTIFIED LAWYER IN
WILLS, TRUSTS AND ESTATES
- ** CERTIFIED PUBLIC ACCOUNTANT

PARALEGAL
SHELLEY WEBER
ELLEN TISCHIO

1245 COURT STREET
SUITE 102
CLEARWATER, FL 33756
PHONE: (727) 442-1200
FAX: (727) 443-5829
GassmanPA.com

February 15, 2002
VIA AIRBORNE EXPRESS

PERSONAL AND CONFIDENTIAL

Sean Toner
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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Dear Sean:

Please find enclosed the Uniform Business Report form for Hyde Park Medical Associates, Inc. as well as their check in the amount of \$600.00 for the filing fee along with the Amended and Restated Articles of Incorporation, Articles of Amendment, Articles of Merger and Agreement of Merger and Plan of Reorganization for filing along with the appropriate checks.

Please do not hesitate to contact me if you have any questions regarding the attached.

Very truly yours,

Ellen M. Tischio

Ellen M. Tischio

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Enclosures
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

HYDE PARK MERGING MEDICAL ASSOCIATES, INC.

The undersigned, as President and Secretary of HYDE PARK MERGING MEDICAL ASSOCIATES, INC., a Florida Corporation, does hereby subscribe to these Amended and Restated Articles of Incorporation which will be effective upon the filing of this document with the Secretary of the State of Florida.

All amendments included herein were adopted pursuant to Section 607.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

This Amendment has been approved by unanimous consent of all of the Shareholders of the Corporation who are entitled to vote.

These Amended and Restated Articles of Incorporation have been adopted effective December 14, 2001.

Effective upon such filing, the following shall constitute the sole Articles of Incorporation for the Corporation:

ARTICLE I

NAME

The name of the Corporation shall be HYDE PARK MERGING MEDICAL ASSOCIATES, P.A.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of medicine within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

A. To purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

B. To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.

C. To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

D. To form and become a participant in any partnership, limited partnership, or joint venture with any individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation or other entity.

E. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

F. To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

G. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Corporation Act a currently enacted and as may be hereafter amended or suspended by any other statute.

ARTICLE III

DURATION

The date of corporate existence began on _____, and this Amended and Restated document shall take effect upon filing with the Secretary of the State of Florida. The date of adoption of these Amended and Restated Articles of Incorporation is December 14, 2001.

ARTICLE IV

PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida pursuant to Florida Statutes. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is delegated to the patient. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of medical practice.

ARTICLE V

INCORPORATOR/REGISTERED AGENT

The name and post office address of the sole incorporator and registered agent is:

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, Florida 33756

ARTICLE VI

DIRECTOR

The name and address of the Board of Directors is:

Catherine Cowart, M.D.
2325 Ulmerton Road
Suite 1
Clearwater, FL 33765

ARTICLE VII

SHARE STRUCTURE

7.1 The maximum number of shares that the Corporation is authorized to have outstanding is one thousand (1,000) shares. All shares shall be common with a par value of one dollar (\$1.00) per share.

7.2 No share of stock of this Corporation shall be issued or transferred to any person who is not a licensed Doctor of Medicine.

7.3 The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

7.4 To the extent permissible under the laws of the State of Florida, consent by the vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by laws of the state of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

ARTICLE VIII

STATED CAPITAL

The amount of capital with which the Corporation shall begin business is five hundred dollars (\$500.00).

ARTICLE IX

AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of the shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each withstanding 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

INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act.

No director or officer shall be accountable or responsible to the Corporation of or in respect to any act of the Corporation for any gains or profits directly or indirectly realized by reason of the fact that the Director or officer or any firm of which he or she is a member; any corporation of which her or she is an officer, shareholder, director, or trustee; any trust of which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust or other entity is interested shall be disclosed or shall have been known to the Board of Directors at which action in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if her or she, or any other entity with which her or he is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question is whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

ARTICLE XI

INDEMNIFICATION

11.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all directors, that the officer, director, or employee:

- (a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;
- (b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and
- (c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

11.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within sixty (60) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director or employee demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal officer, to consider the matters referred to in Subparagraphs (a), (b), and (c) of Paragraph 11.1. If the court determines that the conduct of the officer, director or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

ARTICLE XII

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE XIII

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be a valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14th day of December, 2001.


CATHERINE COWART, M.D.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the state and county above named to take acknowledgments, personally appeared CATHERINE COWART, M.D., to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state above-named, this 14th day of December, 2001.



JERELYN S. FYVOLT
COMMISSION # CC745716
EXPIRES JUN 20, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

Notary Public

My Commission Expires:

J:\C\Cowart\Corporation\Amended and Restated Articles of Inc.wpd
:emt 12-5-01

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VI of these Articles of Incorporation, the undersigned Sole Incorporator/ Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



ALAN S. GASSMAN, ESQUIRE