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Dunstan, Andy

Foley & Lardner LLP

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Division of Corporations

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Florida Department of State

Division of Corporations

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January 7, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ORTHOPAEDIC ASSOCIATES OF WEST FLORIDA, P.A.
430 MORTON PLANT STREET
SUITE 301
CLEARWATER, FL 33756

SUBJECT: ORTHOPAEDIC ASSOCIATES OF WEST FLORIDA, P.A.
REF: P97000075310

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**RESTATED ARTICLES OF INCORPORATION
OF
ORTHOPAEDIC ASSOCIATES OF WEST FLORIDA, P.A.**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FCBA"), this Florida professional corporation (the "Corporation") hereby certifies that

FIRST: These Restated Articles of Incorporation of the Corporation contain an amendment to the original articles of incorporation of the Corporation requiring shareholder approval.

SECOND: These Restated Articles of Incorporation were adopted by the board of directors of the Corporation and approved by the shareholders of the Corporation on June 6, 2018, the number of votes cast for the amendment by the shareholders was sufficient for approval.

THIRD: These duly adopted Restated Articles of Incorporation of the Corporation supersede in their entirety the original articles of incorporation of the Corporation and any and all amendments to them.

ARTICLE I

Name

The name of the Corporation is **ORTHOPAEDIC ASSOCIATES OF WEST FLORIDA, P.A.**

ARTICLE II

Principal Office and Mailing Address

The Corporation's mailing address and principal place of business is:

430 Morton Plant Street, Suite 301
Clearwater, Florida 33756

ARTICLE III

Nature of Business

The purpose of the Corporation is to engage in the profession of medicine through its duly licensed officers, employees and agents; perform all activities appropriate to the rendition of such services and own property and invest its funds as authorized by applicable Florida law.

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ARTICLE IV
Capital Stock

The Corporation shall have authority to issue Five Thousand (5,000) common shares with a par value of \$0.01 per share.

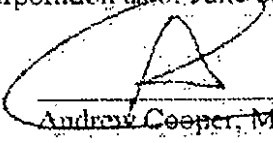
ARTICLE V
Registered Agent and Office

The street address of the Corporation's registered office is 430 Morton Plant Street, Suite 301, Clearwater, Florida 33756, and the name of the Corporation's registered agent at that address is Andrew Cooper, M.D.

ARTICLE VI
Indemnification of Directors and Officers

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Restated Articles of Incorporation of the Corporation as of June 6, 2018.



Andrew Cooper, M.D., President