

P97000086195
Charles E. Geary, P.A.

Attorney At Law
215 South Federal Highway, Suite 100
Stuart, Florida 34994



Charles E. Geary

Licensed in: Florida
Washington D.C.

Stephen C. Frasier
of Counsel

Licensed in: Florida
Colorado

November 7, 1997

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Treasure Coast Hand and Upper Extremity, P.A.

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Restated and Amended Articles of Incorporation for the above referenced corporation, along with a check in the amount of \$35.00 to cover your fee. Please file these documents and return them to me in the enclosed envelope.

Should you have any questions, please do not hesitate to contact me.

Sincerely,


Charles E. Geary, Esquire

CEG/mm
enc.

Amend + Restated
12-1-97
CC

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DIVISION OF CORPORATIONS
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**RESTATED AND AMENDED
ARTICLES OF INCORPORATION**

All provisions of the Articles of Incorporation of Treasure Coast Hand and Upper Extremity, P.A. filed with the Florida Department of State on October 6, 1997 under Document No. P97000086195 be and they hereby are restated and amended to read as follows:

**ARTICLE I
Name of Corporation**

The name of this corporation shall be TREASURE COAST HAND AND UPPER EXTREMITY P.A.

**ARTICLE II
Purposes**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect of the practice of medicine, and all its fields of specializations, as are engaged in by physicians;
- b. To engage in and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation;
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law;
- d. To engage in no business other than the rendition of the professional services specified herein;
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**ARTICLE III
Capital Stock**

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 per share par value;
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services;

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- c. Shares of the corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV
Duration

The corporation shall have perpetual existence.

ARTICLE V
Registered Agent

The address of this corporation's initial registered office is 7420 S. Ocean Drive, #213C, Jensen Beach, Florida 34957, and the name of its initial registered agent at said address is Joseph E. Sheppard, M.D.

ARTICLE VI
Incorporator

The name and address of the Incorporator is as follows:

Joseph E. Sheppard, M.D.
7420 S. Ocean Drive #213C
Jensen Beach, Florida 34957

ARTICLE VII
Board of Directors

The corporation shall have a Board of Directors consisting of 1 person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Joseph E. Sheppard, M.D.
7420 S. Ocean Drive #213C
Jensen Beach, Florida 34957

ARTICLE VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX
Severance and Termination of Employment

If any officer, director, shareholder, 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 forthwith sever all employment with the corporation, and 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 X
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 as valid as though it had been authorized at a meeting of the Board of Directors.

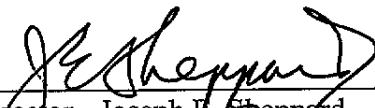
ARTICLE XI
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

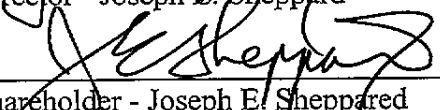
ARTICLE XII
Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned consisting of all shareholders, directors and officers have executed these Restated and Amended Articles of Incorporation in the State of Florida, this 14th day of November, 1997.



Director - Joseph E. Sheppard



Shareholder - Joseph E. Sheppard



Pres./VP/Secty./Treas. - Joseph E. Sheppard

State of Florida
County of Martin

The foregoing instrument was acknowledged before me this 14th day of November, 1997 by Joseph E. Sheppard, M.D., as Director, Shareholder, and Officers of Treasure Coast Hand and Upper Extremity, P.A., a Florida professional association and he is personally known to me or he produced _____ as identification and he did not take an oath.



Notary Public - State of Florida

My Commission Expires:



MARIANNE MESSERSMITH
MY COMMISSION # CC471271 EXPIRES
JUNE 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.