

CAPITAL CONNECTION, INC.

177 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-1870 • 1-800-347-8062 • Fax (850) 222-1870

P97000101553

*Medical Associates of
Polk, Inc.*

100003929361--7

-03/29/01--01061--019

*****78.75 *****78.75

*Amended &
Restated &*

- Art of Inc. File *Restated &*
LTD Partnership File *None*
Foreign Corp. File *Change*
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File ☒
RA *Change*
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
☒ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search *DR*
UCC 11 Retrieval *3/29/01*
Courier _____

FILED
01 MAR 29 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 MAR 29 AM 10:49
UNIVERSITY OF FLORIDA
TALLAHASSEE, FLORIDA

Signature _____

Requested by: *WC*

Name

Date

Time

Walk-In _____

Will Pick Up _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MEDICAL ASSOCIATES OF POLK, P.A.

FILED
01 MAR 29 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The above referenced corporation, desiring to change its business purpose from the rendering of professional medical services and further desiring to amend and restate its Articles of Incorporation pursuant to Section 607.1007, Florida Statutes, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is **MEDICAL ASSOCIATES OF POLK, INC.**

ARTICLE II - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) Shares of common stock, having a nominal or par value of one cent (\$0.01) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - PRINCIPAL ADDRESS AND
REGISTERED OFFICE AND AGENT

The street address of the principal place of business of the corporation is 350 First Street North, Winter Haven, Florida 33881, and the street address of the registered office of

this corporation is 60 Second Street, S.E., Winter Haven, Florida 33880. The name of the registered agent of this corporation at that address is BARRY W. BENNETT, ESQUIRE.

ARTICLE VI - DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). This corporation has three (3) directors at the current time. The names and addresses of the current directors of this corporation are:

GARY R. JOHNSON
350 First Street North
Winter Haven, FL 33881

KOLLAGUNTA S. CHANDRASEKHAR
350 First Street North
Winter Haven, FL 33881

MAHESH G. ALLAM
350 First Street North
Winter Haven, FL 33881

ARTICLE VII - INDEMNIFICATION

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned; or by any reason of any act or omission to act as such director or officer; provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any director or officer may be entitled as a matter of law.

ARTICLE VIII - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, shareholder, director or officer, or are members, shareholders, directors or officers of such other firm or corporation; and any director or officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any

person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or interested in such contract, act or association or corporation; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE IX - STOCK RESTRICTIONS

Shares held by each shareholder of this corporation may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to, those provisions in Florida Statutes Section 607.1001. All rights of shareholders are subject to this reservation.

ARTICLE XI - BYLAWS

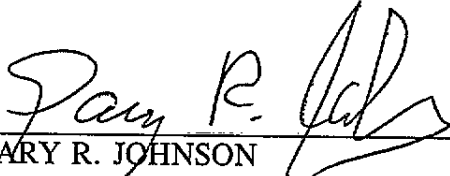
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER AND CONSOLIDATION

Approval of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law.

The amendments contained herein were adopted by the shareholders of the corporation by unanimous written consent dated March 15, 2001, pursuant to Section 607.0704, Florida Statutes.

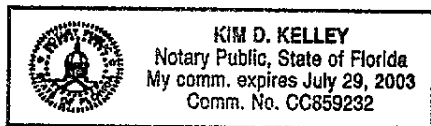
IN WITNESS WHEREOF, I, the undersigned President of this corporation, have executed these Amended and Restated Articles of Incorporation on this 23rd day of March, 2001.

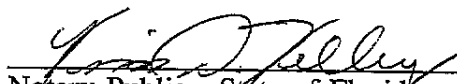

GARY R. JOHNSON

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared GARY R. JOHNSON, (☒) who is personally known to me or (☐) who has produced _____ as identification, known to me to be the President of MEDICAL ASSOCIATES OF POLK, P.A., and who executed the foregoing Amended and Restated Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 23rd day of March, 2001.




Notary Public - State of Florida
My Commission Expires: July 29, 2003
My Commission No. CC-859232

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

01 MAR 29 PM 1:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that **MEDICAL ASSOCIATES OF POLK, INC.**, desiring to organize under the laws of the State of Florida, has named **BARRY W. BENNETT**, of 60 Second Street, S.E., Winter Haven, Florida 33880, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



BARRY W. BENNETT
Registered Agent