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FILED
98 OCT -5 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 2, 1998

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32304

Re: Filing Articles of Restatement for
Arthritis Rehabilitation Center, P.A.
Document Number: P98000007179

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-10/05/98-01069-005
*****35.00 *****35.00

Gentlemen:

Enclosed are original Articles of Restatement for Arthritis Rehabilitation Center, P.A. intended to convert the corporation from a general business corporation under Florida Statutes Chapter 607 to a professional service corporation under Florida Statutes Chapter 621. In addition, a check in the sum of \$35.00 is enclosed which represents the appropriate filing fee.

These restated articles were approved by unanimous written consent of the sole shareholder and director of the corporation; a copy of such written consent is also enclosed, along with the written certificate required by statute certifying that any amendments to the Articles of Incorporation which require shareholder approval were adopted and approved by the requisite number of shareholder votes.

Please file the enclosed Articles of Restatement and confirm filing in writing to my office at the above address. Your prompt attention to this matter is appreciated.

Kevin Downey is Sec
AUTHORIZATION BY PHONE TO
CORRECT
DATE 10/7
ERG

Sincerely,

Kevin I. Downey

xc: M. Oza, M.D.
Rob Lytle

Restated Article
10/7

PRESIDENT'S CERTIFICATE

I, Meera R. Oza, M.D., as President of **Arthritis Rehabilitation Center, Inc.**, a Florida corporation ("Corporation"), hereby certify that:

1. The attached Articles of Restatement for the Corporation were duly adopted by the Board of Directors of the Corporation, effective October 1, 1998;

2. The Articles of Restatement contain certain amendments to the Articles of Incorporation which require Shareholder approval, and all of such amendments contained in the attached Articles of Restatement were duly approved and adopted by the unanimous written consent of the sole shareholder of the corporation, which is sufficient for shareholder approval of such amendments.

Dated: October 1st, 1998

By: Meera R. Oza M.D.
Meera R. Oza, M.D., President

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TALLAHASSEE, FLORIDA

Arthritis Rehabilitation Center, Inc.

Written Consent of the Sole Shareholder and Director

Pursuant to the Florida Statutes, the undersigned, being the sole Shareholder and Director of **Arthritis Rehabilitation Center, Inc.**, a Florida corporation located at 2100 Kingsley Avenue, Orange Park, Florida, hereby takes and adopts the following written consent without a meeting effective October 1, 1998:

Resolved: that the Articles of Incorporation of the Corporation shall be restated to change the Corporation from a general business corporation organized under Florida Statutes Chapter 607 to a Florida professional service corporation organized under Florida Statutes Chapter 621, and further that the Corporation's name shall be changed to **Arthritis Rehabilitation Center, P.A.**; and

Resolved Further: that the President of the Corporation is authorized and directed to execute the approved Articles of Restatement and to file the same with the Florida Department of State, Division of Corporations.

Dated: October 1st, 1998

Meera R. Oza

Meera R. Oza, M.D.
Shareholder/Director

**ARTICLES OF RESTATEMENT
Of
Arthritis Rehabilitation Center, Inc.**

Per the provisions of Section 607.1007 of the Florida Statutes and Chapter 621 of the Florida Statutes, the undersigned Corporation, pursuant to resolutions duly adopted by its Incorporator and Directors, adopts the following Articles of Restatement:

ARTICLE I

Name of Corporation, Principal Office, and Mailing Address

The new name of the corporation is: Arthritis Rehabilitation Center, P.A.

The principal office and mailing address of the corporation will be 2100 Kings Avenue, Orange Park, Florida 32073.

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 specialty, including without limitation, arthritis rehabilitation therapy.
- b) To engage and render the professional services involved only through its officers, agents, and employees who shall be physicians or physician extenders 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 other 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.

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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 One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.
- b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c) Shares in the corporation's stock shall be issued only to doctors of medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as the corporation.
- d) All Shareholders shall have preemptive rights in future stock sales by the corporation.

ARTICLE IV

Duration

The corporation shall have perpetual existence, commencing upon execution and filing of these Articles.

ARTICLE V

Registered Agent

The name and address of the corporation's Registered Agent are:

Kevin I. Downey
2631 N.W. 41st Street, Suite B
Gainesville, Florida 32606

ARTICLE VI

Incorporator

The name and address of the Incorporator are:

Kevin I. Downey
2631 N.W. 41st Street, Suite B
Gainesville, Florida 32606

ARTICLE VII
Board of Directors

The corporation shall have an Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of a majority of the Shareholders, but shall never be less than one (1). The name and address of the Director of the corporation are:

Meera R. Oza, M.D. 2100 Kingsley Avenue, Orange Park, Florida 32073
(President)

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, Shareholder, agent or employee of the 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 or her continued rendering of such professional services, then he or she 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 or other Shareholders shall forthwith, upon such disqualification of any Shareholder, purchase such Shareholder's shares and pay him or her all amounts owing and lawfully due to him or her 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.

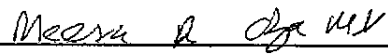
ARTICLE XI
Indemnification

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 the corporation shall be vested in the Board of Directors and Shareholders, provided such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

In Witness Whereof, the undersigned President of the corporation has executed these Articles of Restatement in the State of Florida, on October 1st, 1998.



Meera R. Oza, M.D.
President/Director