

Division of Corporations

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From:
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
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Phone : (305) 374-5600
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18172-84329

BASIC AMENDMENT

MEDICAL FIRST, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
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Amendment
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 30, 1999

MEDICAL FIRST, INC.
3050 BISCAYNE BOULEVARD
801
MIAMI, FL 33137

SUBJECT: MEDICAL FIRST, INC.
REF: P98000029651

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E99000018783
Letter Number: 499A00038844

Darlene: Thank you!

Henry C. Goleto

(305) 374-5600 x 4583

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEDICAL FIRST, INC.**

FILED
99 JUL 29 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of **MEDICAL FIRST, INC.**, a Florida corporation (the "Corporation") originally filed with the Department of State of the State of Florida on March 31, 1998, as amended April 20, 1998, are hereby amended and restated in their entirety pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act") as follows:

**ARTICLE I
NAME**

The name of the Corporation is **MEDICAL FIRST, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 3050 Biscayne Boulevard, Suite 502, Miami, Florida 33137.

**ARTICLE III
CAPITAL STOCK**

1. Total Authorized Shares: The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time shall be 6,000,000 shares, consisting of 5,000,000 shares of common stock, \$.01 par value per share (the "Common Stock"), and 1,000,000 shares of preferred stock, \$.01 par value per share (the "Preferred Stock").

2. Rights, Preferences and Limitations. Statements of the relative rights, preferences and limitations of each class of capital stock are as follows:

(a) Common Stock. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which shareholders generally are entitled to vote. Subject to the provisions of law and the rights of any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock at such times and in such amounts as the Board of Directors shall determine. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of any other class or series of stock having a preference over the Common Stock then outstanding having been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its shareholders ratably in proportion to the number of shares held by them, respectively.

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(b) Preferred Stock. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (i) the number of shares to constitute the class or series and the designations thereof;
- (ii) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;
- (iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (iv) the dividend rate, whether dividends are payable in cash, stock or other property of the Corporation, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (v) whether or not the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
- (vi) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;
- (vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation or any other securities or property of the Corporation or any other securities or property of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (ix) such other special rights or protective or other provisions with respect to any class or series as the Board may deem advisable.

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The shares or each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any and all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designed for any existing class or series by a resolutions, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's registered agent at that office is: American Information Services, Inc.

ARTICLE V

INCORPORATOR

The name and mailing address of the incorporator of the Corporation is: Marshall R. Burack, One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VI

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

The above Amended and Restated Articles of Incorporation were duly adopted and approved by the Board of Directors and the Shareholders of the Corporation pursuant to Sections 607.0704 and 607.0821, respectively, of the Act, with the number of votes cast for the amendments by the shareholders being sufficient for approval of such amendments, pursuant to a Written Consent of the Board of Directors and the Shareholders of the Corporation dated July 19, 1999.

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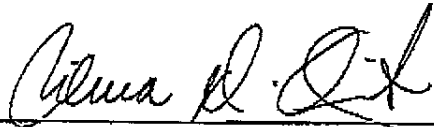
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IN WITNESS WHEREOF, the undersigned Secretary, of the Corporation, for the purposes of amending and restating the Articles of Incorporation of the Corporation under the laws of the State of Florida, makes and files these Amended and Restated Articles of Incorporation of the Corporation, hereby declaring and certifying that the facts herein stated are true and correct this 19th day of July, 1999.

MEDICAL FIRST, INC.

By: 
Vilma D. Quintana, Treasurer and Secretary

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ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of MEDICAL FIRST, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this ____ day of July, 1999.

American Information Services, Inc.

By: Nery C. Toledo, VP
Nery C. Toledo, Vice President