

P98000057467

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED  
2002 JUN 20 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Scott E Bernstein DPM/PA

900005861329--1  
-06/19/02--01046--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

- RECEIVED  
02 JUN 19 AM 11:29  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS
- \_\_\_ Art of Inc. File
  - \_\_\_ LTD Partnership File
  - \_\_\_ Foreign Corp. File
  - \_\_\_ L.C. File
  - \_\_\_ Fictitious Name File
  - \_\_\_ Trade/Service Mark
  - \_\_\_ Merger File
  - ✓ \_\_\_ Art. of Amend. File
  - \_\_\_ RA Resignation
  - \_\_\_ 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
  - \_\_\_ UCC 11 Retrieval
  - \_\_\_ Courier

*Amend & A.C.*  
C. Coulllette JUN 20 2002

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 19, 2002

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: SCOTT E. BERNSTEIN, D.P.M., P.A.  
Ref. Number: P98000057467

02 JUN 20 PM 2:09  
DIVISION OF CORPORATIONS

We have received your document for SCOTT E. BERNSTEIN, D.P.M., P.A. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You will need to remove the word "initial" from #4 of the amendment since this is not the initial registered office you have listed.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 202A00039750

*Must take out  
"initial"*  
*Corrected - Not  
this time*

02 JUN 20 PM 2:09  
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SCOTT E. BERNSTEIN, DPM, P.A.**

The Articles of Incorporation of **SCOTT E. BERNSTEIN, D.P.M., P.A.** Florida corporation (the "Corporation") originally filed with the Department of State of the State of Florida on June 26, 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:

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. The name of the corporation is, **KENDALL SPORTS MEDICINE, P.A.** (the "Corporation").
2. The principal office of the Corporation is 6701 Sunset Dr., Suite 104, Miami FL 33134.
3. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of Common Stock, par value \$0.01 per share.
4. The street address of the registered office of this Corporation is 6701 Sunset Dr., Suite 104, Miami FL 33134, and the name of the registered agent of this Corporation at that address is Marley Bernstein.
5. The name and address of the person signing these Articles of Incorporation as incorporator is Marley Bernstein.
6. This Corporation will be a doctor's office and medical group practice.
7. The Corporation shall have at least one (1) director. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one.
8. The existence of the corporation shall be perpetual.
9. The bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.
10. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any such right conferred upon the shareholders is subject to this reservation.

11. 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, so long as their actions are within the scope of their authority.

12. 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 May 30, 2002.

Dated this 13 day of June, 2002.

By: Marley Bernstein

Marley Bernstein

STATE OF FLORIDA       )  
  ) SS:  
COUNTY OF MIAMI-DADE )

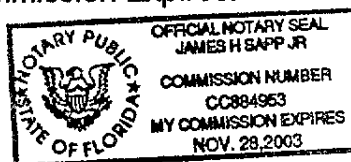
BEFORE ME, the undersigned authority, personally appeared Marley Bernstein, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of Kendall Sports Medicine, P.A. acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 13 day of June, 2002.

James H. Sapp Jr.  
JAMES H. SAPP JR

Notary Public, STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM  
PROCESS MAY BE SERVED

Having been named to accept service of process for Kendall Sports Medicine, P.A. at the place designated in its articles of incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated this 13 day of June, 2002.

By: \_\_\_\_\_

Marley Bernstein

STATE OF FLORIDA )

) SS:

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared Marley Bernstein, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of Kendall Sports Medicine, P.A. acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 13 day of June, 2002.

James H. Sapp Jr.  
JAMES H. SAPP JR

Notary Public, STATE OF FLORIDA

My Commission Expires:

