

P980000064677

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DIVISION OF CORPORATIONS

Amended
Restated
@ 2/27/12

Holland & Knight

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John L. Stansbury
305 789 7454
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February 22, 2012

Via U.S. Mail

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: 154th Street Medical Plaza, Inc. (Document No. P98000064677) (the
"Corporation")

Dear Sir or Madam:

Please find enclosed Amended and Restated Articles of Incorporation of the Corporation. Also enclosed is a check in the amount of \$35.00 representing the filing fee due on behalf of the Corporation. Should you need anything further to complete the filing of the Amended and Restated Articles, please do not hesitate to contact us.

Sincerely yours,

Holland & Knight LLP



John L. Stansbury

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
154TH STREET MEDICAL PLAZA, INC.**

The undersigned, pursuant to Sections 607.1006 and 607.1007, Florida Statutes, hereby adopts the following as the Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") of 154th Street Medical Plaza, Inc., a Florida corporation (f/k/a 49th Street Medical Plaza, Inc. and Westland Medical Plaza, Inc.) (the "Corporation"), as originally filed with the Florida Department of State on July 21, 1998, and as amended on August 27, 1998, December 10, 1999 and December 29, 2011, and confirms that such Amended and Restated Articles and the amendments set forth herein were duly adopted and approved on February 14, 2012 in the manner required by the Florida Business Corporation Act and the Articles of Incorporation of the Corporation pursuant to the unanimous written consent of the sole Shareholder and the sole Director of the Corporation:

ARTICLE I. NAME

The name of the Corporation is 154TH STREET MEDICAL PLAZA, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation are 5801 Miami Lakes Drive East, Oak Square Business Center, Miami Lakes, Florida 33014.

ARTICLE III. AUTHORIZED SHARES

The number of shares the Corporation is authorized to issue is one thousand (1,000), of which have a par value of \$1.00 per share. Ten (10) shares of the authorized common stock shall be designated as "Class A Voting Common Stock" and nine hundred ninety (990) shares of the authorized common stock shall be designated as "Class B Non-Voting Common Stock". The preferences, limitations and relative rights with respect to the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be the same, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matters required or permitted to be submitted to a vote by the Shareholders of the Corporation, except when otherwise required by law.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 80 Southwest 8th Street, Suite 2805, Miami, Florida 33130, and the name of the registered agent of the Corporation at that office is Bruce Jay Toland.

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ARTICLE V. DIRECTORS

The governing board of the Corporation shall be styled as a "Board of Directors" and each member of the Board of Directors shall be a "Director". The Corporation shall have one (1) Director. The name and address of the Director of the Corporation are:

Blair Retchin

80 Southwest 8th Street, Suite 2805
Miami, Florida 33130

These Amended and Restated Articles of Incorporation are effective upon filing same with the Florida Department of State.


Blair Retchin, President and Director