

P99000006241

MICHAEL E. GREENE, P.A.

LAW OFFICE

9900 West Sample Road, Suite 324
Coral Springs, Florida 33065

Telephone: (954) 755-5785
Telefax: (954) 755-9859

March 5, 1999

FILED
99 MAR 12 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32301

Re: EMBASSY LAKES MEDICAL CENTER, P.A.
Formerly: EMBASSY LAKES MEDICAL CENTER, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of the Restated and Amended Articles of Incorporation for the above-referenced professional services corporation for profit, and redesignation of registered agent. Also, enclosed is a check in the amount of \$70.00 for filing fees.

Please return a file-stamped copy of the Restated and Amended Articles of Incorporation to me.

Thank you for your cooperation.

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-03/12/99--01067--010
*****70.00 *****70.00

Very truly yours,

MICHAEL E. GREENE, P.A.

Michael E. Greene

Michael E. Greene

MEG/ajk

Enclosures

Amended & Restated & N/C

VS MAR 23 1999

RESTATED AND AMENDED ARTICLES OF INCORPORATION
of
EMBASSY LAKES MEDICAL CENTER, P.A.
(Formerly EMBASSY LAKES MEDICAL CENTER, INC.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, both duly licensed to practice the profession of medicine in the State of Florida, desiring to change the name and form of the corporation to a professional corporation in accordance with Chapters 607 and 721 of the Florida Statutes, and to bring the corporation within the provisions of the Florida Professional Service Corporation Act, and to otherwise amend the Articles of Incorporation, hereby adopt the following Restated and Amended Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of this Professional Corporation is changed from EMBASSY LAKES MEDICAL CENTER, INC., and shall be "EMBASSY LAKES MEDICAL CENTER, P.A." The principal place of business of the Professional Corporation shall be 2515 Hiatus Road, Cooper City, Florida 33328.

ARTICLE II
GENERAL NATURE OF BUSINESS

The purpose for which the corporation is organized is to practice the profession of medicine.

ARTICLE III
CAPITAL STOCK

The total authorized capital stock of this Corporation is 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

The Professional Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The street address of the principal office of this Professional Corporation in the State of Florida is: Michael E. Greene, P.A., 9900 W. Sample Road, Suite 324, Coral Springs, Florida 33065, and the name of the registered agent of the corporation is Michael E. Greene.

ARTICLE VI
NUMBER OF DIRECTORS

This Professional Corporation shall have not less than two (2) Directors.

ARTICLE VII
INCORPORATOR

The name and street address of the Incorporator is: THUAT N. NGUYEN,
D.O., 18024 North Kendall Drive, #S-30, Miami, Florida 33176.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is
MICHAEL E. GREENE, P.A., 9900 West Sample Road, Suite 324, Coral Springs, FL
33065, and the name of the initial registered agent of the Corporation at that address
is MICHAEL E. GREENE.

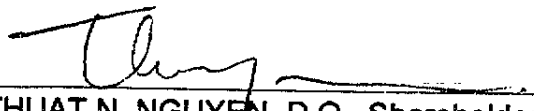
ARTICLE IX
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation commenced its corporate existence upon the filing of the
initial articles of incorporation, on January 19, 1999. These restated and amended
articles of incorporation shall be effective upon filing with the Secretary of State.

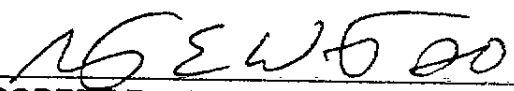
ARTICLE X
APPROVAL

These restated and amended articles of incorporation were approved this
day by unanimous consent of each of the two shareholders and two directors of the
Professional Corporation, who have executed these restated and amended articles of
incorporation, and each of the shareholders have elected to bring the corporation
within the provisions of the Florida Professional Service Corporation Act.

Executed this 5th day of March, 1999.



THUAT N. NGUYEN, D.O., Shareholder
And Director



ROBERT E. WALTON, D.O. Shareholder
And Director

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day THUAT N. NGUYEN, D.O., and ROBERT E. WALTON, D.O., who are personally know to me, or who provided Drivers License as identification, appeared before me and acknowledged that they executed the foregoing Restated and Amended Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal this 5th day of March, 1999.



Etchika M. Duplessy
Notary Public, State of Florida

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

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following is submitted in conjunction with articles of incorporation:

That **EMBASSY LAKES MEDICAL CENTER, P.A.** desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at the office of MICHAEL E. GREENE, P.A., 9900 West Sample Road, Suite 324, Coral Springs, FL 33065, and MICHAEL E. GREENE, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

March 5, 1999

Michael E. Greene
MICHAEL E. GREENE,
REGISTERED AGENT