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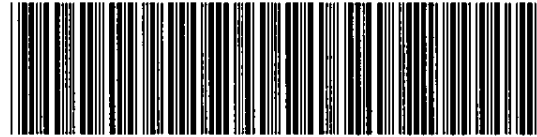
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*Amended &
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Articles

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

09 JAN 30 PM 1:04

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JAN 30 PM 2:05

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2/2/09

GRAY | ROBINSON
ATTORNEYS AT LAW

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301 SOUTH BRONOUGH ST. (32301)
POST OFFICE BOX 11189 FORT LAUDERDALE
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TEL 850-577-9090 LAKE LAND
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FAX 850-577-3311 MIAMI
gray-robinson.com NAPLES
ORLANDO
TALLAHASSEE
TAMPA

E-MAIL ADDRESS
jmcFarland@gray-robinson.com

January 30, 2009

VIA HAND DELIVERY

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

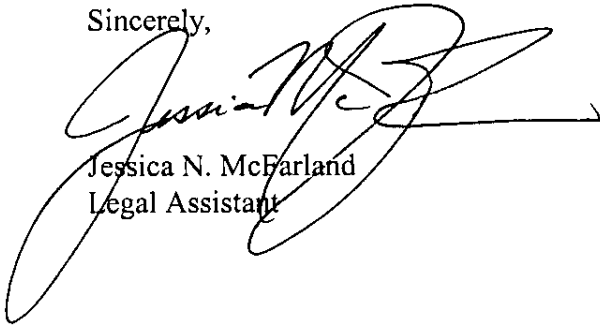
Re: Charles F. Nardi, M.D., P.A.
Our File No. 121122-1

Dear Madam or Sir:

Enclosed for filing are an original and two (2) copies of the Amended and Restated Articles of Incorporation of **CHARLES F. NARDI, M.D., P.A. PLEASE FILE THESE ARTICLES AND ISSUE A CERTIFIED COPY.** A check in the amount of \$78.75 is enclosed. Upon receipt of this request, please date-stamp the copy of these Articles, and call me when the certified copy is ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,


Jessica N. McFarland
Legal Assistant

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHARLES F. NARDI, M.D., P.A.**

FILED
2009 JAN 30 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, President of CHARLES F. NARDI, M.D., P.A., a Florida professional corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is CHARLES F. NARDI, M.D., P.A.

ARTICLE SECOND: The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the sole Director and sole Shareholder of the Corporation by Unanimous Written Consent executed on January 26, 2009, in accordance with Sections 607.0704 and 607.0821 of the Florida Business Corporation Act and therefore the number of votes cast for the amendments by the shareholders was sufficient for approval.

ARTICLE THIRD: The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

ARTICLE FOURTH: The Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be CHARLES F. NARDI, M.D., P.A.

ARTICLE II - ADDRESS

The principal office and mailing address of the Corporation is 6021 NW 1st Place, Gainesville, Florida 32607.

ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - DURATION

This Corporation shall exist perpetually.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the registered office of this Corporation shall be:

6021 NW 1st Place
Gainesville, Florida 32607

The name of the registered agent of this Corporation at that address shall be:

Charles F. Nardi, M.D.

ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall have at least one (1) director. The number of directors may be increased or decreased from time to time by the shareholders of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE VIII - SHAREHOLDERS

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer such shareholder's shares of stock therein except to another individual who is eligible to be a shareholder of this Corporation. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of such shareholder's shares.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all of the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of such shareholder's shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this Corporation, or a shareholders agreement between this Corporation and its shareholders setting forth the terms and conditions of such purchase; provided however, the capital of this Corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

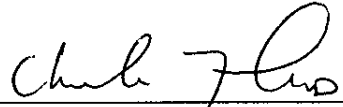
ARTICLE XI - INDEMNIFICATION

This Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

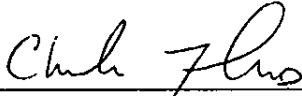
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, this 26 day of January, 2009.



Charles F. Nardi, M.D., President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of CHARLES F. NARDI, M.D., P.A., I hereby accept and agree to act in this capacity.



Charles F. Nardi, M.D.