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# S67728

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
JOSEPH C. HILDNER, M.D., P.A.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JOSEPH C. HILDNER, M.D., P.A.**

**Document No. S67728**

Pursuant to the provisions of Section 621.05 and 607.1007, Florida Statutes, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **JOSEPH C. HILDNER, M.D., P.A.** (this "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was July 18, 1991.
2. The Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors and Shareholders of this Corporation effective November 18, 2012.
3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of this Corporation shall be: **JOSEPH C. HILDNER, M.D., INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of this Corporation shall be **1020 LAKE SUMTER LANDING, THE VILLAGES, FLORIDA 32162.**

**ARTICLE III  
PURPOSES AND DURATION**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, including, without limitation, rendering health care services to the general public. In connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This Corporation shall have perpetual existence.

**ARTICLE IV  
CAPITAL STOCK**

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock. No shareholders shall have any preemptive rights in future stock sales by this Corporation.

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**ARTICLE V**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office and registered agent of this Corporation as of the Effective Date as set forth in Article VIII, below, shall be the following: **STEVEN M. ROY, ESQ., 1028 LAKE SUMTER LANDING, THE VILLAGES, FLORIDA 32162**. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE VII**  
**BOARD OF DIRECTORS; OFFICERS**

The Board of Directors of this Corporation shall consist of a number of directors to be fixed from time to time by the shareholders. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. The initial number of Directors shall be fixed at five (5), and the following are the names and mailing addresses of the members of the Board of Directors of this Corporation as of the Effective Date:

Elliot Sussman  
1020 Lake Sumter Landing  
The Villages, Florida 32162

Joseph C. Hildner  
1020 Lake Sumter Landing  
The Villages, Florida 32162

Thomas Brooks  
1020 Lake Sumter Landing  
The Villages, Florida 32162

Thomas Menichino  
1020 Lake Sumter Landing  
The Villages, Florida 32162

Mark Morse  
1020 Lake Sumter Landing  
The Villages, Florida 32162

The following individuals shall be the officers of this Corporation as of the Effective Date: Elliot Sussman - President; Thomas Menichino - CEO/Chief Administrative Officer, Joseph C. Hildner, M.D. - Vice President and Chief Medical Officer; and Thomas Brooks - Secretary and Treasurer.

Each of the individuals serving as a director or as an officer shall hold his respective office until the earlier of his death, resignation, or removal from such office, or the appointment and qualification of his successor.

**ARTICLE VIII**  
**EFFECTIVE DATE**

The effective date of these Amended and Restated Articles of Incorporation shall be November 15, 2012 (the "Effective Date").


**ARTICLE IX**  
**BYLAWS**

The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation.

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IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation for the uses and purposes therein stated and to be effective for all purposes as of November 15, 2012.

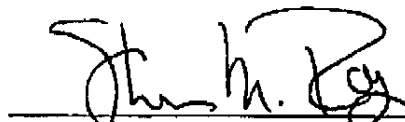
DATED this 15 day of November, 2012.

  
ELLIOT SUSSMAN, President

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for JOSEPH C. HILDNER, M.D., INC., the above-named corporation at the registered office so designated, hereby agrees and consents to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and is familiar with and accepts the obligations of the position as registered agent.

DATED this 15 day of November, 2012.

  
STEVEN M. ROY

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