

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

V05570

Woman To Woman Obstetrics
And Gynecology, P.A.

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-04/27/98--01048--005
*****96.25 *****96.25

- ☐ 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 *Cert*
- ☐ 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

FILED
98 APR 27 PM 3:12
RECEIVED
98 APR 27 PM 12:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATION

Amended & Restated
LPS
42798

Signature

Requested by:

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

FILED
98 APR 27 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WOMAN TO WOMAN OBSTETRICS AND GYNECOLOGY, P.A.

Pursuant to Section 607.1007, Florida Statutes, WOMAN TO WOMAN OBSTETRICS AND GYNECOLOGY, P.A. (the "Corporation"), certifies that:

1. Pursuant to Chapter 621, Florida Statutes, the original Articles of Incorporation of the Corporation were filed by the Florida Secretary of State under Document No. V05570 on January 10, 1992 to be effective January 6, 1992.

2. The Amended and Restated Articles of Incorporation of the Corporation are as follows:

ARTICLE I - NAME

The name of this corporation shall be WOMAN TO WOMAN OBSTETRICS & GYNECOLOGY, INC. (the "Corporation").

ARTICLE II - TERM

The corporate existence of the Corporation shall be perpetual, unless and until terminated pursuant to Florida law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for a professional corporation organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE
AND MAILING ADDRESS

The Corporation's principle place of business, unless and until relocated, shall be located at 21110 Biscayne Boulevard, Suite 312, North Miami Beach, Florida 33180. The mailing address of the Corporation shall be 4651 Sheridan Street, Suite 400, Hollywood, Florida 33021.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 100,000 shares of Common Stock, par value of \$.001 per share.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and the street address of the Registered Office of this Corporation shall be:

Jay A. Martus
4651 Sheridan Street
Suite 400
Hollywood, Florida 33021

The Board of Directors may substitute the Registered Agent and the Registered Office upon a majority vote of the Board.

ARTICLE VII - DIRECTORS

The number of directors of this Corporation shall be at least one, the number being set from time to time by the Board of Directors and determined in accordance with the Corporation's Bylaws. The names and addresses of the persons who shall serve as directors until the next annual meeting of the Corporation's shareholders or until their respective successors shall have been duly elected and qualified or until their earlier resignation, removal from office, or death, shall be:

Mitchell Eisenberg
4651 Sheridan Street, Suite 400
Hollywood, Florida 33021

Lewis Gold
4651 Sheridan Street, Suite 400
Hollywood, Florida 33021

Michael Schundler
4651 Sheridan Street, Suite 400
Hollywood, Florida 33021

This Restatement of the Articles of Incorporation was adopted by unanimous consent of the Board of Directors and by unanimous consent of all of the shareholders of the Corporation as of April 23, 1998.

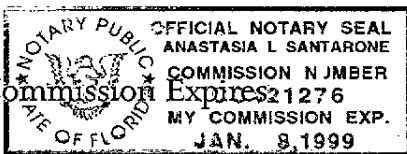
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 23rd day of April, 1998.

Mitchell Eisenberg, Pres.
Mitchell Eisenberg, President

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this date the foregoing document was acknowledged before me by Mitchell Eisenberg, President of WOMAN TO WOMAN OBSTETRICS & GYNECOLOGY, INC. (the "Corporation"), who is personally known to me or who has produced _____ as identification and who did/did not take an oath. He executed the foregoing Amended and Restated Articles of Incorporation of the Corporation in his capacity as President on behalf of all of the shareholders and all of the directors of the Corporation, pursuant to a unanimous consent of the sole shareholder and all of the directors of the Corporation, dated April 23, 1998, adopting the foregoing Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, Florida, this 23rd day of April, 1998.

My Commission Expires 21276


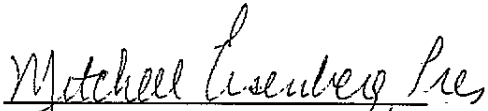
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04/23/98

Anastasia L. Santarone
Anastasia L. Santarone
Notary Public, State of Florida at Large

CERTIFICATE OF PRESIDENT

MITCHELL EISENBERG, the President of WOMAN TO WOMAN OBSTETRICS & GYNECOLOGY, INC., certifies as follows:

1. the foregoing Amended and Restated Articles of Incorporation of WOMAN TO WOMAN OBSTETRICS & GYNECOLOGY, INC. were adopted pursuant to a unanimous consent of the sole shareholder and all of the directors, dated April 23, 1998; and,
2. I executed the foregoing Amended and Restated Articles of Incorporation on behalf of the sole shareholder and all of the directors.


Mitchell Eisenberg, President

CERTIFICATE DESIGNATING PLACE OF BUSINESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

That WOMAN TO WOMAN OBSTETRICS & GYNECOLOGY, INC. (the "Corporation"), desiring to Amend and Restate its Articles of Incorporation under the laws of the State of Florida, has named Jay A. Martus as its agent to accept service of process within this state:

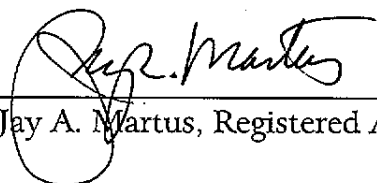
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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and further, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Dated this 23rd day of April, 1998.


Jay A. Martus, Registered Agent