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LAW OFFICES
DUNCAN & TARDIF, P. A.
FOXWORTHY PROFESSIONAL BUILDING
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POST OFFICE BOX 249
FORT MYERS, FLORIDA 33902-0249

GORDON R. DUNCAN
ROBERT E. TARDIF JR.
ANDREW S. EPSTEIN

TELEPHONE (941) 334-4574
FAX (941) 334-3378

EFFECTIVE DATE
4-19-99

April 20, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

900002849569--6
-04/23/99-01077-016
*****70.00 *****70.00

Re: Surgery Consultants of America, Inc.
Our file #099.0216

To Whom It May Concern:

Enclosed are the original Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$70.00 payable to the Secretary of State. Please file these articles with your office and return a recorded copy to my attention at the address listed above. If you have any questions, please feel free to call me.

Very truly yours,

Darlene M. Spinella

Darlene M. Spinella
Legal Assistant

/dms

Enc.

FILED
99 APR 23 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4-27-99
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EFFECTIVE DATE

4-19-99

ARTICLES OF INCORPORATION

OF

SURGERY CONSULTANTS OF AMERICA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is **SURGERY CONSULTANTS OF AMERICA, INC.**

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE V

Initial Principal Office and Registered Agent: The street address of the initial Registered Office of the corporation is 8191 College Parkway, Suite 310, Fort Myers, Florida 33919. The name and address of the initial Registered Agent is Todd A. Caruso, 8191 College Parkway, Suite 302, Fort Myers, Florida 33919.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is 3. The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than three. The names and addresses of the initial Directors of the corporation are as follows:

Caryl Serbin
8191 College Parkway
Suite 310
Fort Myers, FL 33919

William Stokes
224 Metrocenter Boulevard
Unit 208
Nashville, TN 37228

Judith English
8191 College Parkway
Suite 310
Fort Myers, FL 33919

Todd A. Caruso
8191 College Parkway
Suite 302
Fort Myers, FL 33919

ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

Todd A. Caruso
8191 College Parkway
Suite 302
Fort Myers, FL 33919

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Article of Incorporation.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

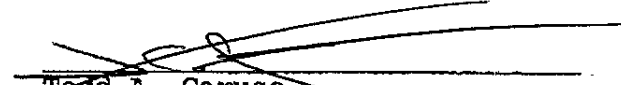
This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the

corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 19 day of April, 1999.

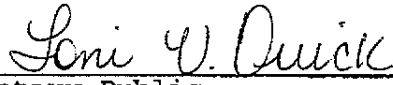

Todd A. Caruso

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME personally appeared Todd A. Caruso, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

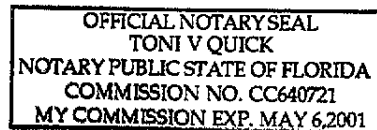
WITNESS my hand and official seal this 19th day of April, 1999.


Notary Public

My commission expires:

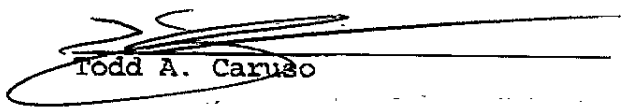
5/6/2001

(NOTARY'S SEAL)



ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with the statutory requirements of and hereby accepts appointment as the Registered Agent of SURGERY CONSULTANTS OF AMERICA, INC. as contained in the foregoing Articles of Incorporation.

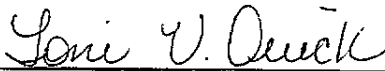

Todd A. Caruso

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME personally appeared Todd A. Caruso, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of April, 1999.


Notary Public

My commission expires:

OFFICIAL NOTARY SEAL
TONI V QUICK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC640721
MY COMMISSION EXP. MAY 6,2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 23 PM 1:09

FILED