

896000041951
WALTON LANTAFF SCHROEDER & CARSON
ATTORNEYS AT LAW

CHARLES P. BACHEN, P.A.
MICHAEL R. JENKS, P.A.
DAVID K. THARR, P.A.
WAYNE T. DILL, P.A.
NICHOLAS C. CHRISTIN, P.A.
NICHOLAS P. COLE, P.A.
STEPHEN W. BAZINSKY
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GENE P. KISSANE

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA
2050 LEJUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 370-0411
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May 6, 1996

PATRICK J. TOOMEY, JR.
PAUL S. MARTIN
AMY L. SMITH
FRANK J. TADDEO
GREGORY W. COLEMAN
SCOTT A. COLE
WILLIAM O. HEIDSMAN
LAWRENCE D. KING
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DANIEL A. SHAPIRO

OF COUNSEL
SAMUEL O. CARSON
WILLIAM J. GRAY
MARTIN E. SEGAL, P.A.
ROBERT D. COLE

MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1998)

800001816028
-05/10/96--01013--013
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: SLSC Acquisition Corp.
Articles of Incorporation
Our File No. 2067-5

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

| | |
|--------------------|----------|
| Filing Fee | \$35.00 |
| Certified Copy Fee | 52.50 |
| Resident Agent Fee | 35.00 |
| TOTAL | \$122.50 |

Please note that in accordance with §607.0203, F.S., and Article XII of the Articles, the corporate existence will commence May 6, 1996, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

Corporate Records Bureau
May 6, 1996
Page 2

FILED
MAY - 9 1996
FBI - MEMPHIS

Thank you for your attention to this matter.

Very truly yours,



Charles P. Sacher

CPS:rb
Enclosures
cc: Manuel A. Airala, M.D.

ARTICLES OF INCORPORATION
OF
SLSC ACQUISITION CORP.

FILED
MAY -9 1964
MILWAUKEE, WIS.

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

SLSC ACQUISITION CORP.

ARTICLE II

PRINCIPAL OFFICE

The address of the Corporation shall be:

2441 S.W. 37th Avenue
Miami, Florida 33145

ARTICLE III

GENERAL NATURE OF BUSINESS

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

(1) Acquiring, equipping and operating an ambulatory surgical center.

(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, F.S.

ARTICLE V

CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of two (2) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------|---|
| Manuel A. Airala, M.D. | 2441 S.W. 37th Avenue Miami, Florida 33145 |
| Marta S. Airala, M.D. | 2441 S.W. 37th Avenue Miami, Florida 33145 |

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, SLSC ACQUISITION CORP., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBERS

The name and residence address of the Subscriber to these Articles of Incorporation is as follows:

NAME

ADDRESS

Charles P. Sacher

7341 S.W. 162 Street
Miami, Florida 33157

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 6th day of May, 1996, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

IN WITNESS WHEREOF, Charles P. Sacher, the undersigned, being the original subscriber to the foregoing Articles of Incorporation have hereunder set his hand and seal this 6th day of May, 1996.

Charles P. Sacher (SEAL)
CHARLES P. SACHER

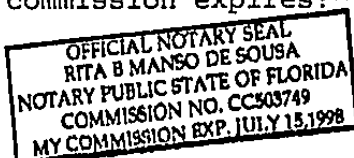
STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared CHARLES P. SACHER, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 22 day of May, 1996.

Rita B. Manso de Sousa
Notary Public, State of Florida
at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for SLSC ACQUISITION CORP., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Charles P. Loeber (SEAL)
Registered Agent

P96000041951

CHARLES P. BACHER, P.A.
MICHAEL R. JENKS, P.A.
DAVID N. THAIR, P.A.
WAYNE T. DILL, P.A.
NICHOLAS E. CHRISTIN, P.A.
RICHARD P. COLE, P.A.
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SUITE 1101 GABLES INTERNATIONAL PLAZA
2000 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 379-0411
FACSIMILE (305) 446-9200

September 10, 1996

*Name
Change
Amend*

PAUL S. MARTIN
AMY L. SMITH
FRANK J. TADDEO
GREGORY W. COLEMAN
SCOTT A. COLE
WILLIAM D. HENSHAW
LAWRENCE D. HIND
CHARLES S. BACHER
GEORGE W. BUSH, JR.
KURT A. WYLAND
KIP D. LASSNER
NANCY G. VALCANCE
DAVID S. TADROS
JOSEPH P. CINNEY
RHETT P. COVE, III
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WARREN BROWN
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DANIEL A. SHAPIRO
GREGG R. MARGRE
STEVEN C. BEBRA
WESLEY S. ANCIOLA
OF COUNSEL
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ROBERT S. COLE

MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1998)

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700001973977--3
-10/15/96--01093--001
*****172.50 *****35.00

Re: MMA d/b/a Santa Lucia Surgical Center, Inc.
Document #P22968
SLSC Acquisition Corp.,
Document #P96000041951
Our File No. 2067-5

Dear Sir or Madam:

As attorney for SLSC Acquisition Corp., and in connection with such corporation's purchase of certain assets from Medical Management of America, Inc. which is qualified to do business in Florida under the name of "Santa Lucia Surgical Center, Inc." which in Florida also uses the name "Miami Vision Center," my client acquired the right to use both the names "Santa Lucia Surgical Center, Inc." and "Miami Vision Center." In this regard, I have enclosed the following documents:

1. Resolution of the Sole Director and Stockholder changing the name under which Medical Management of America, Inc. is qualified to do business in the State of Florida from "Santa Lucia Surgical Center, Inc." to "Medical Management of America, Inc.";
2. Winston & Strawn check 44635 made payable to your order in the amount of \$35.00 in payment of the fee for the above-referenced name change;
3. Copy of Assignment of Name executed by Medical Management of America, Inc. assigning the right to use the name "Santa Lucia Surgical Center, Inc." to

BALANCE DUE
REFUND

WALTON LANTAFF SCHROEDER & CARSON

ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

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FACSIMILE (305) 440-9208

September 10, 1996

CHARLES P. BACHER, P.A.
MICHAEL R. JENKS, P.A.
DAVID R. THARP, P.A.
WAYNE T. GILL, P.A.
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WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1995)

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: MMA d/b/a Santa Lucia Surgical Center, Inc.
Document #P22968
SLSC Acquisition Corp.,
Document #P96000041951
Our File No. 2067-5

800001973978--0
-10/15/96--01098--001
*****172.50 *****52.50

Dear Sir or Madam:

As attorney for SLSC Acquisition Corp., and in connection with such corporation's purchase of certain assets from Medical Management of America, Inc. which is qualified to do business in Florida under the name of "Santa Lucia Surgical Center, Inc." which in Florida also uses the name "Miami Vision Center", my client acquired the right to use both the names "Santa Lucia Surgical Center, Inc." and "Miami Vision Center." In this regard, I have enclosed the following documents:

1. Resolution of the Sole Director and Stockholder changing the name under which Medical Management of America, Inc. is qualified to do business in the State of Florida from "Santa Lucia Surgical Center, Inc." to "Medical Management of America, Inc.";
2. Winston & Strawn check 44635 made payable to your order in the amount of \$35.00 in payment of the fee for the above-referenced name change;
3. Copy of Assignment of Name executed by Medical Management of America, Inc. assigning the right to use the name "Santa Lucia Surgical Center, Inc." to

52-50
CC

SLSC Acquisition Corp., which I have highlighted in relevant part;

4. Copy of Assignment of Name executed by Medical Management of America, Inc. assigning the right to use the name "Miami Vision Center" to SLSC Acquisition Corp., which I have highlighted in relevant part;
5. Original First Amendment to the Articles of Incorporation of SLSC Acquisition Corp., changing the name of such corporation to "Santa Lucia Surgical Center, Inc.";
6. New Fictitious Name Filing by Santa Lucia Surgical Center, Inc. (the new entity which is owned by my client) with respect to the name "Miami Vision Center"; and
7. My firm check in the amount of \$172.50 in full payment of all filing fees associated with the filings requested in this letter as well as the cost to obtain a certified copy of the Articles of Incorporation of SLSC Acquisition Corp.

Upon receipt of the enclosed documents, I would appreciate your updating your records with respect to the foreign corporation qualified to do business in the State of Florida under Document Number P22968 which is Medical Management of America, Inc. to reflect that such entity has changed the name under which it is qualified to do business in the State of Florida from "Santa Lucia Surgical Center, Inc." to "Medical Management of America, Inc.."

Additionally, I would also appreciate your updating your records to reflect that the corporation formed under Document Number P96000041951, SLSC Acquisition Corp., has changed its name to "Santa Lucia Surgical Center, Inc." Please note that this corporation has not changed its principal office and all correspondence concerning such entity should continue to be sent to the entity at the address as indicated on the corporate records.

Please also update your records to reflect that the name "Miami Vision Center" should be associated with the corporation formed under Document Number P96000041951 which is now known as Santa Lucia Surgical Center, Inc. The entity's right to use this fictitious name is confirmed by the Fictitious Name Filing enclosed herein.

Secretary of State
September 10, 1996
Page 3

The copy of the Assignment described in Paragraph 2 above confirms that SLSC Acquisition Corp., has the right to use the name Santa Lucia Surgical Center, Inc. and has amended its Articles of Incorporation accordingly. This corporation has the right, as evidenced by the Assignment described in Paragraph 3 above to use the name "Miami Vision Center." I have the originals of both Assignments in my files.

Once you have updated your records to reflect these changes, please return all of the original documents to me along with confirmation that all of these changes have been made and the certified copy of the Articles of Incorporation of SLSC Acquisition Corp confirming the name change in the business reply envelope that I have provided for your convenience.

Please do not hesitate to contact me should you have any questions regarding this matter.

Sincerely,



Charles S. Sacher

CSS:kah
Enclosures
cc: G. Allen Andreas, Esquire

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SLSC ACQUISITION CORP.

FILED
96 OCT 15 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SLSC ACQUISITION CORP., a Florida Corporation, under its
corporate seal and the hands of its President, MANUAL A. AIRALA,
M.D., and Secretary, MARTA A. AIRALA, M.D., hereby certifies that:

I

The Board of Directors of said corporation at a meeting called
and held on July 31st 1996, adopted the following Resolutions:

The name of this corporation will be:

SANTA LUCIA SURGICAL CENTER, INC.

II

The meeting of the Stockholders of the corporation called by
the Board of Directors as aforesaid was held on July 31st, 1996, and
at said special meeting of the Stockholders, said amendment of the
Articles of Incorporation was duly adopted by the unanimous vote of
all of the stockholders.

IN WITNESS WHEREOF, said corporation has caused this Amendment
to be signed in its name by its President and its corporate seal to
be hereunto affixed and attested by its Secretary, this 31st day
of July, 1996.

(SEAL)

SLSC ACQUISITION CORP., a Florida
Corporation

Attest:

Secretary

By

President

STATE OF FLORIDA)
COUNTY OF DADE) SS:

On this day personally appeared before me, the undersigned
officer duly authorized by the laws of the State of Florida to take

acknowledgments of deeds, MANUEL A. AIRALA, M.D., President of SLSC ACQUISITION CORP., a Florida Corporation, and he acknowledged that he executed the above and foregoing First Amendment to Articles of Incorporation as such Officer for and on behalf of said corporation after having been duly authorized to do so.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 31 day of July, 1996.



Notary Public, State of Florida
at Large

My Commission Expires:



CHARLES S. BACHER
My Commission 00311184
Expires Aug. 28, 1997
Bonded by HAI
800-422-1550