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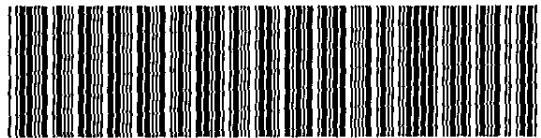
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Amend

1.) Santa Lucia Surgical Center, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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AMENDMENT TO AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
SANTA LUCIA SURGICAL CENTER, INC.

FILED
03 JUN 25 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole Stockholders and Directors of SANTA LUCIA SURGICAL CENTER, INC., a Florida corporation, acting pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, do hereby amend and restate the Articles of Incorporation of the corporation as originally filed with the Office of the Secretary of State of the State of Florida. The corporation was originally incorporated on May 6, 1996 under the name SLSC Acquisition Corp.

A. The Articles of Incorporation have been amended on October 15, 1996 to change the name of the Corporation to SANTA LUCIA SURGICAL CENTER, INC.

B. These Restated Articles of Incorporation have been adopted in accordance with Section 607.1007 of the Florida Statutes.

C. Effective upon the date of filing with the Secretary of State of the State of Florida, the Articles of Incorporation of SANTA LUCIA SURGICAL CENTER, INC. are as follows:

"ARTICLE I
NAME

The name of this corporation is SANTA LUCIA SURGICAL CENTER, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every aspect of corporate business.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of VOTING COMMON STOCK having a par value of one (\$1.00) dollar per share and five thousand five hundred (5,500) shares of NON VOTING COMMON STOCK having a par value of one (\$1.00) dollar per share which shall have no voting rights. Aside from the difference in voting rights, the VOTING COMMON STOCK and NON VOTING COMMON STOCK are, in all respects, identical.

ARTICLE IV
DIRECTORS

This corporation shall never have fewer than two (2) directors. The number of directors may be increased to not more than five (5) in the manner set forth in the By-Laws.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

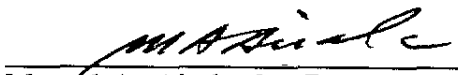
ARTICLE VI
INDEMNITY

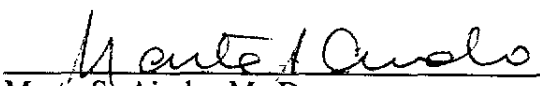
The corporation shall indemnify any officer, director or employee, or any former officer, director or employee to the fullest extent permitted by law.

ARTICLE VII
BY-LAWS

The power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and directors of the Corporation in the manner set forth in the By-Laws."

This Amendment and Restatement was executed by the sole Stockholders and Directors of the corporation on the 19th day of June, 2003, which execution shall constitute adoption.


Manuel A. Airala, M. D.
Stockholder and Director

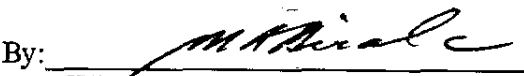

Marta S. Airala, M. D.
Stockholder and Director

IN WITNESS WHEREOF, SANTA LUCIA SURGICAL CENTER, INC. has caused this Amendment and Restatement of its Articles of Incorporation to be executed by its President and Secretary this 19 day of June, 2003.

ATTEST:


MARTA S. AIRALA, M.D.
Secretary (Corporate Seal)

SANTA LUCIA SURGICAL CENTER, INC.

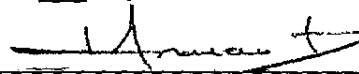
By: 
MANUEL A. AIRALA, M.D., President

ACKNOWLEDGMENT APPEARS ON FOLLOWING PAGE

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared MANUEL A. AIRALA, M.D. and MARTA S. AIRALA, M.D., to me well known and known to me to be the President and Secretary, respectively, of SANTA LUCIA SURGICAL CENTER, INC., a Florida corporation, who, after being duly sworn, acknowledged before me that they executed the foregoing Amendment to and Restatement of the Articles of Incorporation for and on behalf of the said corporation, and that the same was duly authorized.

WITNESS my hand and official seal this 19th day of June, 2003.



Notary Public, State of Florida at Large
[NOTARY SEAL]

JORGE ARNAVAT
NOTARY PUBLIC - STATE OF FLORIDA
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