



THE UNITED STATES
CORPORATION
COMPANY

A98000002681

ACCOUNT NO. : 072100000032

REFERENCE : 054281 4303929

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 PM 1:38

ORDER DATE : December 7, 1998

ORDER TIME : 10:55 AM

ORDER NO. : 054281-005

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

200002704612--5

DOMESTIC FILING

NAME: PHYSICIAN SURGERY CENTER OF
INDIAN RIVER, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

BRK 12/7/98

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

RECEIVED
98 DEC -7 AM 11:22
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

PHYSICIAN SURGERY CENTER OF INDIAN RIVER, LTD.

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Pursuant to Section 620.108 of the Revised Uniform Limited Partnership Act (the "Act"), the undersigned being the sole General Partner of PHYSICIAN SURGERY CENTER OF INDIAN RIVER, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is PHYSICIAN SURGERY CENTER OF INDIAN RIVER, LTD.

2. The business address and the mailing address of the limited partnership is 1000 36th Street, Vero Beach, Florida 32960.

3. The name of the registered agent for service of process required by Section 620.105 of the Act is George F. Wright, M.D.

4. The Florida street address for the registered agent is 1000 36th Street, Vero Beach, Florida 32960.

5. **Agent Acceptance of Appointment of Registered**

Having been named the statutory registered agent of PHYSICIAN SURGERY CENTER OF INDIAN RIVER, LTD., at the place designated in this Certificate of Limited Partnership of PHYSICIAN SURGERY CENTER OF INDIAN RIVER, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.129 of the Act and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.


George F. Wright, M.D.
As Agent

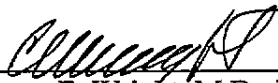
6. The name and business address of the general partner is as follows: HEALTH SYSTEMS OF INDIAN RIVER, INC., 1000 36th Street, Vero Beach, Florida 32960.

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7. The latest date upon which the limited partnership is to dissolve is December 31, 2048.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 30 day of November, 1998 in accordance with Section 620.114 of the Act.

HEALTH SYSTEMS OF INDIAN RIVER, INC.,
a Florida corporation, general partner


George F. Wright, M.D., President

AFFIDAVIT

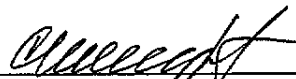
The undersigned, constituting all of the General Partners of PHYSICIAN SURGERY CENTER OF INDIAN RIVER, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is -0-.
2. The total amount of contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

HEALTH SYSTEMS OF INDIAN RIVER, INC.
a Florida corporation, general partner


George F. Wright, M.D., President