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FLORIDA DIVISION OF CORPORATIONS
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NAME: SURGERY CENTER AT ST. ANDREWS, INC.

AUDIT NUMBER.....H97000021122

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES..... 3

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Amended

*Restated
Art.*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CLERK OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SURGERY CENTER AT ST. ANDREWS, INC.

SURGERY CENTER AT ST. ANDREWS, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the corporation is Surgery Center at St. Andrews, Inc. The date of filing its original Articles of Incorporation with the Secretary of State was April 25, 1990.
2. This Amended and Restated Articles of Incorporation restates and integrates and further amends the Articles of Incorporation of this Corporation to read in its entirety as follows:

FIRST: The name of the Corporation is SURGERY CENTER AT ST. ANDREWS, INC.

SECOND: The street address of the principal office, which is the mailing address, of the Corporation is:

1360 E. Venice Avenue
Venice, FL 34292

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The aggregate number of shares of stock which the Corporation is authorized to issue is One Hundred Thousand (100,000) shares, of which One Thousand (1,000) shares shall be designated as "Voting Common Stock" and the par value of such shares shall be One Thousandth of One Cent (\$0.00001), and Ninety-Nine Thousand (99,000) shares shall be designated as "Non-Voting Common Stock" and the par value of such shares shall be One Thousandth of One Cent (\$0.00001).

No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any share of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time or from time to time be issued, sold or

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offered for sale by the Corporation; provided, however, that in connection with the issuance or sale of any such shares or securities, the Board of Directors of the Corporation may, in its sole discretion, offer such shares or securities, or any part thereof, for purchase or subscription by the holders of shares of the Corporation, except as may otherwise be provided by this Amended and Restated Articles of Incorporation as amended from time to time.

At all times, the Non-Voting Common Stock shall have and enjoy the same rights, preferences and privileges as the Voting Common Stock, and shall, for all purposes, be and act as a single class of shares, except that the shares of the Non-Voting Common Stock shall not be entitled to vote on any matter, unless otherwise required by law. Each holder of the shares of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held by such shareholder standing in the name of such shareholder on the books and records of the Corporation. Each holder of shares of Non-Voting Common Stock shall not be entitled to vote on any matter by virtue of the Non-Voting Common Stock held by such shareholder standing in the name of such shareholder on the books and records of the Corporation, unless otherwise required by law.

FIFTH: The street address of the registered office of the Corporation is:

1001 Avenida Del Circo
Venice, FL 34285

and the name of the Corporation's registered agent at such address is:

Jeffrey A. Boone

SIXTH: The number of directors constituting the Board of Directors of the Corporation is one (1). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person who is to serve as director of the Corporation from the date of these Amended and Restated Articles of Incorporation, or until the next annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

David W. Shoemaker
1360 E. Venice Avenue
Venice, FL 34285

3. The foregoing Amended and Restated Articles of Incorporation was unanimously approved by the directors and shareholders of the Corporation in accordance with Section 607.1007 of the Florida Business Corporation Act; accordingly, the votes cast by the shareholders of these Amended and Restated Articles of Incorporation were sufficient for approval.
4. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

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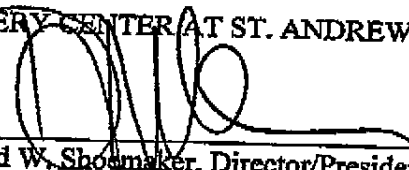
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Dated as of this 23rd day of December, 1997.

SURGERY CENTER AT ST. ANDREWS, INC.

By: 
David W. Shoemaker, Director/President

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