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P.O. BOX 10662 TALLAHASSEE, FL 32302
PH: (850) 668-4318 FX: (850) 668-3398

P000000069798

DATE: July 21, 2000

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

TYPE OF FILING:

FORMATION (Articles of Incorporation)

FILED
00 JUL 21 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME:

AMERICAN SURGERY CENTERS OF FORT
LAUDERDALE, INC.

900003331819--8

SPECIAL INSTRUCTIONS:

Certified Copy Returned

RECEIVED
00 JUL 21 PM 1:46
DIVISION OF CORPORATION

[Signature]

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
AMERICAN SURGERY CENTERS OF FORT LAUDERDALE, INC.

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FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:

American Surgery Centers of Fort Lauderdale, Inc.

SECOND: The street address of the initial principal office and, if different, the mailing address of the corporation is 14800 Landmark Blvd., Ste. 500, Dallas County, Dallas, Texas 75240.

THIRD: The number of shares the corporation is authorized to issue is one thousand (1,000).

FOURTH: No stockholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such stockholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

FIFTH: To the fullest extent permitted by the laws of the State of Florida as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article Five shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article Five.

SIXTH: The street address of the initial registered office of the corporation is 526 East Park Ave., Tallahassee, FL 32301, and the name of its initial registered agent at such address is NRAI Services, Inc.

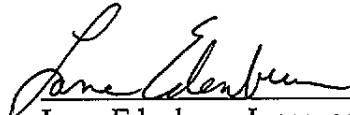
SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as sole director until their successors are elected and shall qualify is:

Michael Yeary
c/o Physicians Resource Group, Inc.
14800 Landmark Blvd., Ste. 500
Dallas, Texas 75240

EIGHTH: The name and address of the incorporator is:

Lane Edenburn
c/o Physicians Resource Group, Inc.
14800 Landmark Blvd., Ste. 500
Dallas, Texas 75240

The undersigned has executed these Articles of Incorporation this 20th day of July, 2000.


Lane Edenburn, Incorporator

Acceptance by the Registered Agent is required in Section 607.0501(3) F.S.: NRAI Services, Inc. is familiar with and accepts the obligations provided for in Section 607.050.

NRAI Services, Inc.

Dated _____, 2000.

By: _____

(Type Name of Officer)

(Title of Officer)

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as sole director until their successors are elected and shall qualify is:

Michael Yeary
c/o Physicians Resource Group, Inc.
14800 Landmark Blvd., Ste. 500
Dallas, Texas 75240

EIGHTH: The name and address of the incorporator is:

Lane Edenburn
c/o Physicians Resource Group, Inc.
14800 Landmark Blvd., Ste. 500
Dallas, Texas 75240

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The undersigned has executed these Articles of Incorporation this 20th day of July, 2000.

Lane Edenburn, Incorporator

Acceptance by the Registered Agent is required in Section 607.0501(3) F.S.: NRAI Services, Inc. is familiar with and accepts the obligations provided for in Section 607.050.

NRAI Services, Inc.

Dated 7-20-00, 2000.

By: Gayle Windle
Gayle Windle
(Type Name of Officer)

Asst. Secretary
(Title of Officer)