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810068/7000U August 24, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Pediatric Surgery Centers, Inc.

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	Certified Copy		Certificate of Good Standing	
			Articles Only Articles Only	
	Retrieval Request		All Charter Documents to and Articles & Amendments	III
	Photocopy		Certificate of Fictitious Name	
	Certified Copy		8	

	NEW FILINGS				
X	Profit				
	Non Profit				
	Limited Liability				
	Domestication				
	Other				

OTHER FILINGS						
Annual Reports						
	Fictitious Name					
	Name Reservation					
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REGISTRATION/QUALIFICATION
Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

T.SMITH AND 24 2000.

ARTICLES OF INCORPORATION OF PEDIATRIC SURGERY CENTERS, INC.

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I NAME

The name of the Corporation is PEDIATRIC SURGERY CENTERS, INC.

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 250 Mirror Lake. Drive North, St. Petersburg, Florida 33701.

ARTICLE III PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

The Corporation's existence shall begin on August 23, 2000.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u> Address

C. Philip Campbell, Jr.

101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VI INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and until his successors have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

Name

<u>Address</u>

Robert L. Dobbs

250 Mirror Lake Drive North St. Petersburg, Florida 33701

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>

Address

C. Philip Campbell, Jr.

101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22^{md} day of August, 2000.

C. Philip Campbell, Jr., Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1	•	The name	of the	corporat	ion is	Pediatri	c Sur	gery Cente	ers. Inc.
				-				5-1 COM	oro, mo,

2. The name and address of the registered agent and office are:

C. Philip Campbell, Jr. 101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602 AUG 24 PN 2: 18
DRILLANASSEE, ELERDA

SIGNATURE:

TITLE:

C. Philip Campbell, Jr., Incorporator

DATE:

August 22, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

C. Philip Campbell, Jr.

DATE:

August 22, 2000