GRAY, HARRIS & ROBINSON PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW POST OFFICE BOX 11189 TALLAHASSEE, FLORIDA 32302-3189 Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):	FILE)
CORPORATION NAME(S) & DOCUMENT NOMBER (S), (M. MICHAEL)	32
1. (Corporation Name) (Document #) 2. (Corporation Name) (Document #) (Corporation Name) (Document #) ******70.00	3962 1033004 ******70.00
3. (Corporation Name) (Document #) 4. (Corporation Name) (Document #)	
□ Walk in □ Pick up time □ Certified Copy □ Mail out □ Will wait □ Photocopy □ Certificate of State **Property** **Property**	tus
Profit Not for Profit Limited Liability Domestication Other Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger	· · · · · · · · · · · · · · · · · · ·
OTHER FILINGS REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	0/2

CR2E031(7/97)

W-21923



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

September 7, 2000

GRÁY HARRIS & ROBINSON PO BOX 1189 TALLAHASSEE, FL 32302-3189

SUBJECT: ALLIED SURGICAL CENTERS, INC.

Ref. Number: W00000021923

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SECRETARY OF STATE
TALLAHASSI F FI OSIA

We have received your document for ALLIED SURGICAL CENTERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6926.

Gina Bullock Document Specialist

Letter Number: 300A00047362

ARTICLES OF INCORPORATION OF ASC PARTNERSHIP VENTURES, INC.

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation law of the State of Florida, do hereby certify as follows:

FIRST: The name of the Corporation is "ASC Partnership Ventures, Inc."

SECOND: The address of the Corporation's registered office in the State of Florida is 301 South Bronough Street, Suite 600, Tallahassee, Florida 32301. The name of its registered agent at such address is Jason L. Unger.

<u>THIRD</u>: This Corporation may engage in any activity or business permitted under the laws of the State of Florida. The purpose of this Corporation is to provide ambulatory surgical center services.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 1000 shares of Common Stock, par value \$0.01 per share.

FIFTH: The name and mailing address of the Corporation is as follows:

<u>Name</u>

Mailing Address

ASC Partnership Ventures, Inc.

150 South Andrews Avenue, Suite 201

Pompano Beach, Florida 33069

SIXTH: The Board of Directors is expressly authorized to adopt, amend, or repeal the By-Laws of the Corporation upon the conditions set forth in the By-Laws.

<u>SEVENTH</u>: Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall otherwise provide.

EIGHTH: The initial Directors of the Corporation shall be Robert Bernstein and John W. Beebe.

IN WITNESS WHEREOF, I have hereunto set my hand this day of September, 2000 and I affirm that the foregoing certificate is my act and deed and that the facts stated therein are true.

John W. Beebe Director

150 S. Andrews Avenue, Suite201

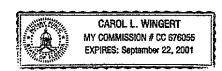
Pompano Beach, FL 33069

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 25000, by John W. Beebe, who is personally known to me.

Notary Public, State of Florida

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITH THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with §607.34, Florida Statutes, the following is submitted:

That ASC Partnership Ventures, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Pompano Beach, County of Broward, State of Florida, has named Jason Unger, whose street address is located at 301 South Bronough Street, Tallahassee, County of Leon, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 obligations of my position as registered agent.

Jason Unger, Registered Agent

Date: September $\frac{29}{1000}$, 2000

FILED

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SECRETARY OF STATE
TALLAHASSEF FIGURE