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LAW OFFICES  
WAKEFIELD & ASSOCIATES, P.A.

S. CRAIG WAKEFIELD

Certified Estate Planner  
LLM Masters of Law in Taxation  
Also Admitted Nebraska & Iowa

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P.O. Box 421408  
Kissimmee, Florida 34742-1408  
(407) 846-7113  
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Janet Greenleaf, Paralegal  
Renet McCall, Paralegal  
Ray Miller, Paralegal

March 1, 2001

Florida, Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Kissimmee Endoscopy Center Associates, Inc.  
Articles of Incorporation

400003799154--0  
-03/06/01--01010--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$78.75 which represents the fees and charges for filing the Articles of Incorporation.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

*Barbara J. Lambert*  
Barbara Lambert,  
Legal Secretary

b1  
Enclosures

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01 MAR -5 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
KISSIMMEE ENDOSCOPY CENTER ASSOCIATES, INC.

ARTICLE I. NAME

The name of this corporation shall be KISSIMMEE ENDOSCOPY CENTER ASSOCIATES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 \$1.00 par value shares of common capital stock.

Articles Of Incorporation of Kissimmee Endoscopy Center Associates, Inc.

#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

M. Siraj Ul Islam, M.D.  
Syed Khalid Lateef, M.D.  
Jaime M. Rivera, M.D.

#### VIII. Officers

The following individuals have been elected to the offices set opposite their names, to serve until their successors are elected and qualified:

President	M. Siraj Ul Islam, M.D.
Vice President	Syed Khalid Lateef, M.D.
Secretary	Jaime M. Rivera, M.D.
Treasurer	Syed Khalid Lateef, M.D.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

715 Oak Commons Blvd.  
Kissimmee, FL 34741

The name of the individual who shall serve as this corporation's initial registered agent is S.

Craig Wakefield, whose address is:

1400 West Oak St., Suite A  
Kissimmee, FL 34742

ARTICLE XI. INCORPORATORS

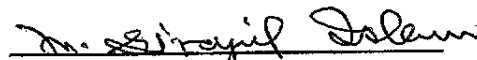
The name and address of the individuals who shall serve as this corporation's incorporators are:

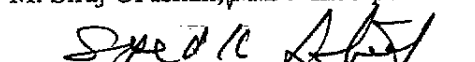
M. Siraj Ul Islam, M.D.  
715 Oak Commons Blvd.  
Kissimmee, FL 34741

Syed Khalid Lateef, M.D.  
715 Oak Commons Blvd.  
Kissimmee, FL 34741


ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
M. Siraj Ul Islam, M.D.- Incorporator

  
Syed Khalid Lateef, M.D.-Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of KISSIMMEE ENDOSCOPY CENTER ASSOCIATES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for KISSIMMEE ENDOSCOPY CENTER ASSOCIATES, INC.

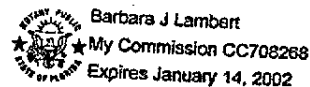
  
S. Craig Wakefield - Registered Agent

STATE OF FLORIDA  
COUNTY OF OSCEOLA

On the 28 day of February, 2001, S. Craig Wakefield, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of KISSIMMEE ENDOSCOPY CENTER ASSOCIATES, INC.

Barbara J. Lambert  
Notary Public

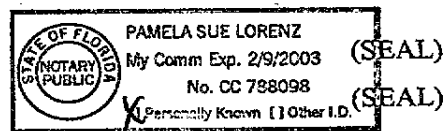
Barbara J. Lambert  
(Notary Public - Printed Or Typed Name)  
Commission Expiration Date & Commission Number:

STATE OF FLORIDA  
COUNTY OF OSCEOLA

On the 9th day of February, 2001, M. Siraj Ul Islam, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of KISSIMMEE ENDOSCOPY CENTER ASSOCIATES, INC.

Pamela Sue Lorenz  
Notary Public

PAMELA SUE LORENZ  
(Notary Public - Printed Or Typed Name)  
Commission Expiration Date & Commission Number:



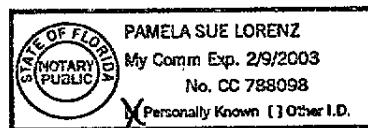
Articles Of Incorporation of Kissimmee Endoscopy Center Associates, Inc.

STATE OF FLORIDA  
COUNTY OF OSCEOLA

On the 9th day of February, 2001, Syed Khalid Lateef, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of KISSIMMEE ENDOSCOPY CENTER ASSOCIATES, INC.

Pamela Sue Lorenz  
Notary Public

PAMELA SUE LORENZ  
(Notary Public - Printed Or Typed Name)  
Commission Expiration Date & Commission Number:



(SEAL)

FILED  
01 MAR -5 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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