

**BMM&W**

BRANT, MOORE, MACDONALD & WELLS, P.A.

ATTORNEYS AND COUNSELLORS

50 North Laura Street • Suite 3100  
Jacksonville, Florida 32202

Stephen G. Prom  
sgprom@bmmw-law.com

May 16, 2001

**Via Federal Express**

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

400004270984--6  
-05/18/01--01062--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

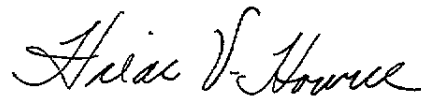
Re: ASC Management Services, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed for filing and certification is an original and one copy of the Articles of Incorporation of ASC Management Services, Inc. ("Articles"), together with this firm's check in the amount of \$78.75, representing the required filing/certification fees. Upon filing, please forward the certified copy of the Articles to the undersigned in the self-addressed envelope provided herein.

Thank you for your assistance.

Sincerely,



Hilde V. Howell, CLA  
Certified Legal Assistant

Enclosures  
119705.1

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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01 MAY 18 AM 9:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**ASC MANAGEMENT SERVICES, INC.**

**ARTICLE I**

**NAME**

The name of this Corporation is: **ASC MANAGEMENT SERVICES, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial mailing address of the of the Corporation is 1325 San Marco Boulevard, Suite 701, Jacksonville, Florida 32207, and the street address of the principal office of the Corporation is 1325 San Marco Boulevard, Suite 701, Jacksonville, Florida 32207.

**ARTICLE III**

**DURATION**

The existence of this Corporation shall commence on the date of filing with the Division of Corporations, State of Florida, and the term of duration of the Corporation shall be perpetual.

**ARTICLE IV**

**NATURE OF BUSINESS**

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE V**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of capital stock having a par value of one cent (.01¢) each.

## ARTICLE VI

### DIRECTORS

The number of directors that the Corporation shall have shall be not less than three (3) and no more than seven (7) as may be elected by the shareholders from time to time in accordance with the Bylaws of the Corporation. Initially, the Corporation shall have five (5) directors.

## ARTICLE VII

### INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors, who shall hold office for the first year of existence of the Corporation or until his/her successor is elected or appointed and has qualified is:

<u>Name</u>	<u>Address</u>
Michael S. Scharf, M.D.	1325 San Marco Boulevard Suite 701 Jacksonville, Florida 32207
R. Stephen Lucie, M.D.	1325 San Marco Boulevard Suite 701 Jacksonville, Florida 32207
Garry Kitay, M.D.	1325 San Marco Boulevard Suite 701 Jacksonville, Florida 32207
Carlos R. Tandron, M.D.	1325 San Marco Boulevard Suite 701 Jacksonville, Florida 32207
Patrick A. Hinton	1325 San Marco Boulevard Suite 701 Jacksonville, Florida 32207

## ARTICLE VIII

### INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Stephen G. Prom	50 N. Laura Street, Suite 3100 Jacksonville, FL 32202

ARTICLE IX

**INITIAL REGISTERED OFFICE AND AGENT**

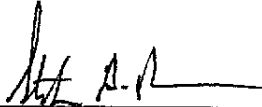
The street address of the initial registered office of this Corporation is 1325 San Marco Blvd., Suite 701, Jacksonville, Florida 32207, and the name of the initial registered agent of this Corporation at that address is Michael S. Scharf, M.D.

ARTICLE X

**AMENDMENT**

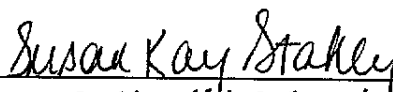
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a Corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 30<sup>th</sup> day of April, 2001.

  
\_\_\_\_\_  
STEPHEN G. PROM, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of April, 2001, by **STEPHEN G. PROM, ESQUIRE**, who is personally known to me [ ] or has [ ] has produced \_\_\_\_\_ as identification.

  
Print Name: SUSAN KAY STAHL  
Notary Public  
State of Florida At Large  
Commission No.: 007914  
My Commission Expires: 3-11-05



SUSAN KAY STAHLY  
Notary Public, State of Florida  
My comm. expires Mar. 11, 2005  
Comm. No. DD 007914

FILED

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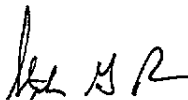
**CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That **ASC MANAGEMENT SERVICES, INC.**, a Corporation duly organized and existing under the laws of the State of Florida, with its registered office being 1325 San Marco Boulevard, Suite 701, Jacksonville, Florida 32207, County of Duval, State of Florida, has named **MICHAEL S. SCHARF, M.D.** as its registered agent to accept service of process within this state.

Date: April 30<sup>th</sup>, 2001

  
\_\_\_\_\_  
**STEPHEN G. PROM, Incorporator**

**ACCEPTANCE**

Having been named to accept service of process from the above-stated Corporation, at the registered office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said registered office.

Date: April 30<sup>th</sup>, 2001.

  
\_\_\_\_\_  
**MICHAEL S. SCHARF, M.D.**