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ACCOUNT NO. : 072100000032
REFERENCE : 210111 4327828
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
2001 JUL -5 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : July 5, 2001
ORDER TIME : 10:49 AM
ORDER NO. : 210111-005
CUSTOMER NO: 4327828
CUSTOMER: Neal W. Knight, Esq
Alley Maass Rogers & Lindsay,
P.a.
321 Royal Poinciana Pl., South
Palm Beach, FL 33480-0431

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL -5 AM 11:31
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DOMESTIC FILING

NAME: WATERSIDE AMBULATORY SURGICAL
CENTER, INC.

EFFECTIVE DATE: -

700004460177-4
-07/05/01--01058--026
*****78.75 *****78.75

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155
EXAMINER'S INITIALS:

JW
7/5/01

LAW OFFICES
ALLEY, MAASS, ROGERS & LINDSAY, P.A.

321 ROYAL POINCIANA PLAZA, SOUTH
POST OFFICE BOX 431
PALM BEACH, FLORIDA 33480-0431

(561) 659-1770

FACSIMILE (561) 833-2261

FROM BROWARD (954) 421-1540

E-MAIL nknigh@amrf.com

FORT LAUDERDALE OFFICE
1600 S.E. 17TH STREET CAUSEWAY
SUITE 404
FORT LAUDERDALE, FLORIDA 33316
(954) 767-0215
FACSIMILE (954) 761-7644

NEAL W. KNIGHT, JR.

July 3, 2001

VIA HAND DELIVERY

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

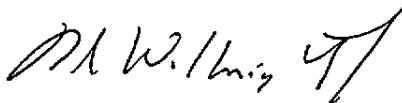
Re: Waterside Ambulatory Surgical Center, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the filing fees, registered agent designation and a certified copy of the filed Articles.

Please furnish the representative from CSC Networks with the certified copy and the charter.

Very truly yours,



NEAL W. KNIGHT, JR.

NWK/kcw

Enclosures

162374NKNIGH

EFFECTIVE DATE

7/3/01

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
WATERSIDE AMBULATORY SURGICAL CENTER, INC.

Article I - Name

The name of this corporation is Waterside Ambulatory Surgical Center, Inc.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is: Waterside Ambulatory Surgical Center, Inc., 2001 N. Flagler Drive, West Palm Beach, FL 33407.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Neal W. Knight, Jr.

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is: Neal W. Knight, Jr., 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

Article IX - Incorporator

The name and address of the person signing these Articles is: Neal W. Knight, Jr., 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

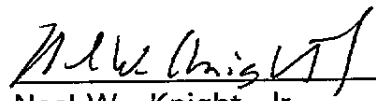
Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of July, 2001.



Neal W. Knight, Jr.

FILED

2001 JUL -5 PM 12:45

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared NEAL W. KNIGHT, JR., who is personally known to me, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 3rd day of July, 2001.

Harriett Kay White
Notary Public

(NOTARY SEAL)

HARRIETT KAY WHITE
Notary - Print Name
My Commission Expires:
My Commission Number:



HARRIETT KAY WHITE
Notary Public, State of Florida
My Commission Expires Oct. 27, 2003
Commission No. CG 778295

Acceptance of Designation

The undersigned, NEAL W. KNIGHT, JR., hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

Neal W. Knight, Jr.
Neal W. Knight, Jr.