

P01000109380

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

01 NOV 13 PM 2:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: _____

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

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****137.50 ****137.50

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: Venture ASC, Inc.
Name (Printed or typed)

16853 N.E. 2nd Ave, Suite 400
Address

North Miami Beach, FL 33162
City, State & Zip

305-652-2999
Daytime Telephone number

T. Burch NOV 14 2001

CERTIFICATE OF DOMESTICATION

The undersigned, Marwan Iskandarani, President,
(Name) (Title)

of AmSurg Hallandale, Inc. a foreign Corporation,
(Corporation Name)

in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was July 31, 1996.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Tennessee.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestigation was AmSurg Hallandale, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Venture ASC, Inc..
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestigation was
16853 NE 2nd Ave, 4th Floor, N. Miami Beach, FL 33162
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Venture ASC, Inc. f/k/a AmSurg Hallandale, Inc.

and am authorized to sign this certificate of Domestigation on behalf of the corporation and have done so this the _____ day of _____, 2001.


(Authorized Signature)

Filing Fee:	
Certificate of Domestigation	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION

OF

VENTURE ASC, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be:

VENTURE ASC, INC.

PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 16853 N.E. 2nd Ave., Suite 400, North Miami Beach, Florida 33162. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

(d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI

INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is David J. Menkhaus. The street address of the initial registered agent of this corporation is 2424 North Federal Highway, Suite 160, Boca Raton, FL 33431.

ARTICLE VII

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 in accordance with the By-Laws but shall never be fewer than one (1). Marwan Iskandarani, M.D. shall serve as President initially.

ARTICLE VIII

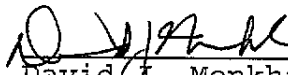
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is David J. Menkhaus, 2424 North Federal Highway, Suite 160, Boca Raton, FL 33431.

The undersigned has executed these Articles of Incorporation this 25th day of October, 2001.


David J. Menkhaus

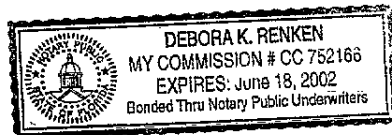
STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Menkhaus, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed me official seal, in the State and County aforesaid on the 25th day of October, 2001.


Notary Public

My Commission Expires: State of Florida at Large

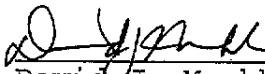


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE FL 32300

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 corporation is: **VENTURE ASC, INC.**
2. The name and address of the registered agent and office is:
David J. Menkhaus, 2424 N. Federal Highway, Suite 160, Boca Raton, FL 33431.



David J. Menkhaus, Incorporator

Dated: October 25, 2001.

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.

Dated: October 25, 2001.. 

David J. Menkhaus