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Murphy, Reid, Pilotte, Ord & Austin

A Partnership of
Professional Associations

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PLANTATION PLAZA
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KEITH C. AUSTIN, JR., P.A.
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GEORGE P. ORD, P.A.
TASHA K. PEPPER-DICKINSON *
FRANK T. PILOTTE, P.A.

OF COUNSEL
PHILIP H. REID, JR.
LOIS REID CLEMENTE

PLEASE REPLY TO:
PALM BEACH OFFICE

TELEPHONE (561) 567-6480
VERO FAX (561) 562-0220

*Also admitted in North Carolina

February 26, 2002

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*****78.75 *****78.75

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Corp: Surgical Resource Corporation
Our File No.: 5001.000

To whom it may concern:

Enclosed you will find Articles of Incorporation (in duplicate) to be filed, and our check in the amount of \$78.75 to cover the following fees.

Filing Fees
Registered Agent Designation
Certified Copy

Please file the Articles accordingly and return a certified copy using the enclosed ^{Envelope} ~~Federal Express Air-Bill~~.

Thank you for your assistance in this transaction. If you should have any questions, please feel free to call.

Very truly yours,



Mireille M. Faris
Paralegal

/mmf

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
SURGICAL RESOURCE CORPORATION

Article I. Name. The name of the corporation shall be Surgical Resource Corporation

Article II. Principal Office. The principal place of business is 115 River Road, Jupiter, FL 33458.

Article III. Purpose. The purpose for which the corporation is organized is to conduct any lawful business for which corporations may be formed under Chapter 607, Florida Corporation Act.

Article IV. Shares. The aggregate number of shares which the corporation is authorized to issue is 1200 shares. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article V. Initial Board of Directors. The number of directors constituting the initial Board of Directors is three (3), or such other number as may be determined by the Shareholders. The names and addresses of the individuals who are to serve as members of the initial Board of Directors and their addresses are:

<u>Name</u>	<u>Address</u>
Dale Mitchell	115 River Road Jupiter, FL 33458
John R. Sasko	836 Forsyth Street Boca Raton, FL 33487

Article VI. Registered Agent. The name and Florida street address of the registered agent is: Frank T. Pilotte, c/o Murphy, Reid, Pilotte, Ord & Austin, 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480.

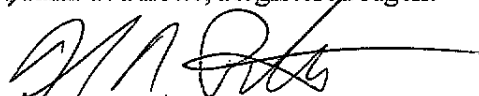
Article VII. Incorporator. The name and address of the Incorporator is: Frank T. Pilotte, c/o Murphy, Reid, Pilotte, Ord & Austin, 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Frank T. Pilotte, Registered Agent

February 26, 2002



Frank T. Pilotte, Incorporator

February 26, 2002