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28 165



ACCOUNT NO. : 072100000032

REFERENCE : 892414 4718535

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pigute

ORDER DATE : January 14, 2003

ORDER TIME : 12:43 PM

ORDER NO. : 892414-005

CUSTOMER NO: 4718535

CUSTOMER: Linda R. Minck, Esq
Porter Wright Morris & Arthur
Suite 300
5801 Pelican Bay Boulevard
Naples, FL 34108

DOMESTIC FILING

NAME: NAPLES SURGICAL ASSOCIATES,
P.A.

EFFECTIVE DATE:

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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

NAPLES SURGICAL ASSOCIATES, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract does hereby act as an incorporator in adopting and filing the following Articles of Incorporation to form a professional corporation in accordance with the Florida Professional Service Corporation Act.

ARTICLE I - Name

The name of the Corporation shall be Naples Surgical Associates, P.A.

ARTICLE II - Purpose

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the Corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services. In addition, the Corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do any other act which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE III - Term of Existence

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed by the Florida Department of State.

ARTICLE IV- Shares

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares of Common Stock, par value \$0.01 per share. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice ophthalmology in the State of Florida.

ARTICLE V - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of

unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI - Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII - Amendment of Bylaws

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII - Registered Agent

The registered agent of the Corporation is Linda R. Minck. The street address of the Corporation's registered office is 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

ARTICLE IX - Principal Office

The principal place of business and mailing address of this Corporation shall be 396 8th Street North, Suite 308, Naples, Florida 34102.

ARTICLE X - Subscriber

The name and address of the person signing these Articles of Incorporation as Subscriber is Linda R. Minck, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

ARTICLE XI - Restraint on Alienation of Shares

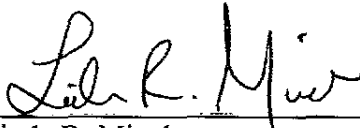
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed

sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XII - Amendment

The 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 has executed these Articles of Incorporation this 13th day of January, 2003.



Linda R. Minck

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

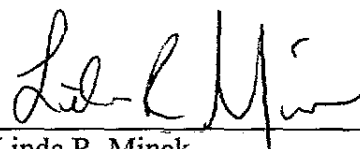
Pursuant to the provisions of Chapter 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is NAPLES SURGICAL ASSOCIATES, P.A.
2. The name and address of the registered agent and office are:

Linda R. Minck
5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108

HAVING BEEN NAMED in the State of Florida 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: January 13, 2003.



Linda R. Minck