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(City/State/Zip/Phone #)

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(Business Entity Name)

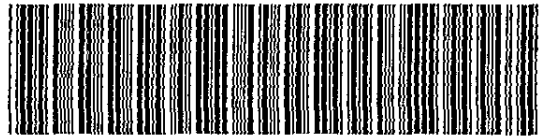
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03 JAN 29 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

THE LAW FIRM OF  
**FRANK • WEINBERG • BLACK, P.L.**

Jan. 27, 2003

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Stuart Surgical, P.A.  
Our File No: 5096.000

DAVID W. BLACK  
BRAD E. COREN  
STEVEN W. DEUTSCH  
STEVEN C. ELKIN  
NEIL G. FRANK  
E. J. GENEROTTI  
BRUCE HURWITZ  
LEE F. LASRIS  
RANDY J. NATHAN  
MARC A. SILVERMAN  
ROBERT T. SLATOFF  
STEVEN A. WEINBERG

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is my firm's check in the amount of \$78.75 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00
<hr/>	
Total Due	\$ 78.75

Please file the enclosed at your earliest convenience and provide a certified copy to the undersigned as soon as possible.

Thank you for your assistance in this matter.

Sincerely,

FRANK, WEINBERG & BLACK, P.L.

Steven A. Weinberg,  
for the Firm

SAW/km

Encls.  
div of corp.ltr

**ARTICLES OF INCORPORATION  
OF  
STUART SURGICAL, P.A.**

APPROVED  
AND  
FILED

03 JAN 29 PM 4: 12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I.

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be STUART SURGICAL, P.A. The principal office of this Corporation shall be 19 S.E. Osceola Street, Stuart, Florida 34994. The mailing address of this Corporation shall be 19 S.E. Osceola Street, Stuart, Florida 34994.

II.

Purpose

The general nature and purpose of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To engage in the professional practice of medicine; and
- b. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of this certificate of incorporation.
- c. The Corporation shall carry out the above purposes through a license duly authorized by the State of Florida.
- d. To engage in no other business other than the rendition of the professional

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services specified herein.

III.

Capital Stock

- a. The maximum number of shares of stock that the Corporation is to have outstanding at any time shall be 400 shares of common stock at \$1.00 per share par value.
- b. The consideration to be paid for each shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

IV.

Duration

The Corporation shall have perpetual existence.

V.

Registered Agent

The address of this Corporation's initial registered office is 7805 S.W. 6<sup>th</sup> Court, Plantation, Florida 33324; and the name of its initial registered agent at said address is Steven A. Weinberg.

VI.

Incorporator

The name and address of the Incorporator is: BARBARA A. MICHNA, 19 S.E. Osceola Street, Stuart, Florida 34994.

VII.

Board of Directors

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of the Corporation is Barbara A. Michna, 2009 N.E. Ginger Terrace, Jensen Beach, Florida 34957.

VIII.

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX.

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions and limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation and shall not thereafter or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall, upon such disqualification of shareholder, purchase such shareholder's shares and pay

shareholder all amounts owing and lawfully due to shareholder by the Corporation, except that such shares shall not be entitled to dividends.

X.

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI.

Indemnification

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

XII.

Bylaw Amendment.

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

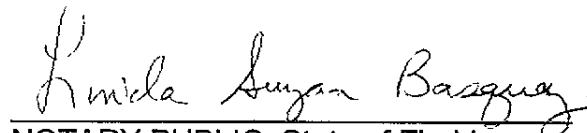
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles  
of Incorporation in the State of Florida, this 27 day of January, 2003.

  
BARBARA A. MICHNA, INCORPORATOR

STATE OF FLORIDA            )

COUNTY OF BROWARD        )

BEFORE ME, the undersigned authority, personally appeared BARBARA <sup>A BM</sup> MICHNA, on this 27 day of January, 2003, being first duly sworn by me, deposes and says that the foregoing instrument is true and correct to the best of his knowledge, information and belief and is personally known to me.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:

Linda Suzan Basquez  
Name of Notary Public



Linda Suzan Basquez  
MY COMMISSION # DD004005 EXPIRES  
January 25, 2006  
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

APPROVED  
AND  
FILED

03 JAN 29 PM 4:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.

  
STEVEN A. WEINBERG, Esq.  
REGISTERED AGENT

DATE: January 27, 2003