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CAPITAL CONNECTION 850 224 1225 07/23/03 12:31 PM .969 01/05

Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

SURGERY CENTERS OF AMERICA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION  
SURGERY CENTERS OF AMERICA, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this corporation is:

**SURGERY CENTERS OF AMERICA, INC.**

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**ARTICLE II**

The principal place of business of this corporation is:

1801 South Federal Highway  
Suite 242  
Delray Beach, FL 33483

**ARTICLE III**

The purpose(s) for which this corporation is organized is any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Said corporation may acquire by purchase, exchange, bequest and subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal with its own corporate securities or stock or other securities, including, without limitation, any shares of stock, bonds, debentures, notes, mortgages or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any

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Government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

A. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purpose or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

B. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent powers.

#### ARTICLE IV - STOCK

The aggregate number of shares, which this corporation shall have authority to issue, is 1,000 shares of Class "A" common voting stock at no par value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the

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par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

#### ARTICLE V - OFFICERS

The names of the Officers/Directors of this corporation are as follows:

**NANCY TOWN - PRESIDENT**  
1801 South Federal Highway  
Suite 242  
Delray Beach, FL 33483

**SCOTT SIMMEL - VICE PRESIDENT**  
1801 South Federal Highway  
Suite 242  
Delray Beach, FL 33483

#### ARTICLE VI - REGISTERED AGENT

The name and address of the initial registered agent is as follows:

**Thomas H. Wright, III, Esq.**  
1600 South Dixie Highway  
Suite 300  
Boca Raton, FL 33432  
Telephone (561) 620-8200  
Facsimile (561) 620-8225

#### ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

**Thomas H. Wright, III, Esq.**  
1600 South Dixie Highway  
Suite 300  
Boca Raton, FL 33432  
Telephone (561) 620-8200  
Facsimile (561) 620-8225

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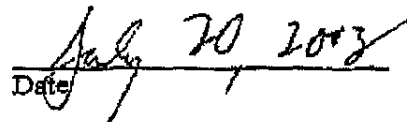
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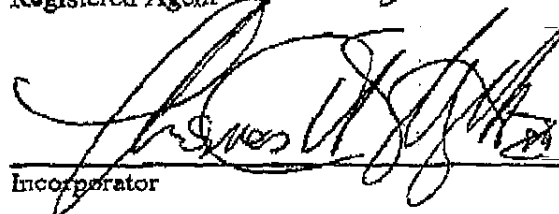
ARTICLE VIII - EFFECTIVE DATE

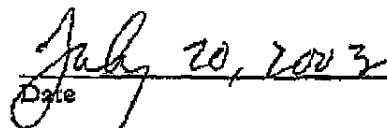
The effective date of this corporation is July 20, 2003

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.

  
Registered Agent

  
Date July 20, 2003

  
Incorporator

  
Date July 20, 2003

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