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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : SHERIDAN HEALTHCORP, INC.  
Account Number : I200000000045  
Phone : (954) 838-2769  
Fax Number : (954) 851-1780

FLORIDA PROFIT/NON PROFIT CORPORATION

SHERIDAN EMERGENCY PHYSICIAN SERVICES AT BAPTIST, I

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Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
SHERIDAN EMERGENCY PHYSICIAN SERVICES AT BAPTIST, INC.**

**ARTICLE I - NAME**

The name of this corporation is SHERIDAN EMERGENCY PHYSICIAN SERVICES AT BAPTIST, INC. (the "Corporation").

**ARTICLE II - TERM**

The corporate existence of the Corporation shall be perpetual, unless and until terminated pursuant to Florida law.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

**ARTICLE IV - PRINCIPAL OFFICE ADDRESS**

The mailing and street address of the principal office of this Corporation, unless and until relocated, is 1613 North Harrison Parkway, Suite 200, Sunrise, Florida 33323.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE VI - REGISTERED AGENT  
AND REGISTERED OFFICE**

The mailing and street address of the initial registered office of this Corporation is 1613 North Harrison Parkway, Suite 200, Sunrise, Florida 33323; and the name of the initial registered agent of this Corporation at that address is Jay A. Martus.

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**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The Corporation shall have three (3) initial directors. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

Mitchell Eisenberg  
1613 North Harrison Parkway  
Suite 200  
Sunrise, FL 33323

Lewis Gold  
1613 North Harrison Parkway  
Suite 200  
Sunrise, FL 33323

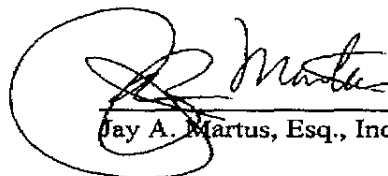
Robert Coward  
1613 North Harrison Parkway  
Suite 200  
Sunrise, FL 33323

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Jay A. Martus, Esq.  
1613 North Harrison Parkway  
Suite 200  
Sunrise, FL 33323

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of May, 2006.

  
Jay A. Martus, Esq., Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That SHERIDAN EMERGENCY PHYSICIAN SERVICES AT BAPTIST, INC. (the "Corporation"), desiring to organize under the laws of the State of Florida, has named Jay A. Martus as its agent to accept service of process within this state.

Sheridan Emergency Physician Services at Baptist, Inc.  
1613 North Harrison Parkway  
Suite 200  
Sunrise, FL 33323

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 1<sup>st</sup> day of May, 2006.

  
Jay A. Martus, Registered Agent