

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904 222-9171  
904 222-0191 FAX

800-342-8086

**csc networks**

MAIL TO  
P.O. BOX 5028  
TALLAHASSEE, FL 32311

ACCOUNT NO. : 072100000032

REFERENCE : 542871 87623A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : February 14, 1995

ORDER TIME : 9:27 AM

ORDER NO. : 542871

CUSTOMER NO: 87623A

CUSTOMER: Terence P. McCarthy, Esq  
MCCARTHY SUMMERS BOBK0  
MCKEY & BONAN, P.A.  
Suite 2-a  
2081 E. Ocean Boulevard  
Stuart, FL 34996

DOMESTIC FILING

NAME: WATERS EDGE SURGERY CENTER,  
INC.

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP:

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

EFFECTIVE DATE  
2-10-95

2-14-95  
CWA

EFFECTIVE DATE  
2-10-45

ARTICLES OF INCORPORATION  
OF  
WATERS EDGE SURGERY CENTER, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: WATERS EDGE SURGERY CENTER, INC.

The address of the principal office of this corporation shall be: 401 S.E. Osceola Street, Stuart, Florida 34996, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be: 2081 E. Ocean Boulevard, 2-A, Stuart, Florida 34996, and the name of the initial registered agent of the corporation at that address is Terence P. McCarthy.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

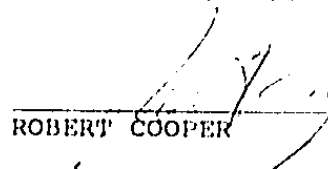
ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Robert Cooper, 401 S.E. Oncoola Street, Stuart, Florida 34996.

ARTICLE VII - COMMENCEMENT OF CORPORATE EXISTENCE

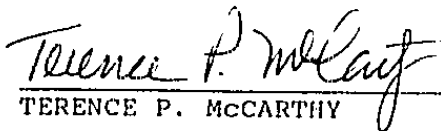
This corporation shall commence corporate existence on the day and year when these Articles are subscribed and acknowledged.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 11 day of Feb., 1995.

  
\_\_\_\_\_  
ROBERT COOPER

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

TERENCE P. MCCARTHY, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
TERENCE P. MCCARTHY

1201 BAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

**CSC networks**  
PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

**P95000012496**

RECEIVED  
JUN 14 11 18  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 617338 87623A

AUTHORIZATION

COST LIMIT : \$ 87.50

*Patricia Pysit*

ORDER DATE : June 14, 1995

ORDER TIME : 10:36 AM

ORDER NO. : 617338

CUSTOMER NO: 87623A

600001512786

CUSTOMER: Terence P. McCarthy, Esq  
McCarthy Summers Bobko  
Suite 2-a  
2081 E. Ocean Boulevard  
Stuart, FL 34996

DOMESTIC AMENDMENT FILING

NAME: WATER EDGE SURGERY CENTER,  
INC.

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS:

FILED  
95 JUN 14 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*6/14*  
*John*  
*James*  
*Chavez*  
*C.C.*

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
WATERS EDGE SURGERY CENTER, INC.

The undersigned, as the president and sole director of Waters Edge Surgery Center, Inc., the "Corporation", hereby files these Articles of Amendment to Articles of Incorporation of the Corporation and says:

1. The name of the Corporation is changed from:

WATERS EDGE SURGERY CENTER, INC.

to

WATERS EDGE DEVELOPMENT, INC.

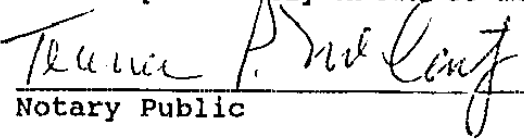
2. The Amendment to the Articles of Incorporation was adopted this 13<sup>th</sup> day of June 1995.

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

  
\_\_\_\_\_  
ROBERT N. COOPER, Director and  
President

STATE OF FLORIDA  
COUNTY OF MARTIN

13<sup>th</sup> The foregoing instrument was acknowledged before me this day of June, 1995, by ROBERT N. COOPER, as the Director and President of the corporation. He is personally known to me.

  
\_\_\_\_\_  
Notary Public



TERENCE P. MCCARTHY  
COMMISSION # CC 348074  
EXPIRES FEB 13, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

My commission expires:

My commission number:

TERENCE P. MCCARTHY  
\_\_\_\_\_  
Printed Name