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PRENTHALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 628054 3273E

AUTHORIZATION : Patricia Smith

COST LIMIT : \$ 131.25

ORDER / DATE : June 28, 1995

ORDER TIME : 10:29 AM

ORDER NO. : 628054

CUSTOMER NO: 3273E

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER

Suite 2J00, Sunbank Center
200 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: AMERICAN SURGERY CENTERS OF
CORAL GABLES, INC.

XXX ARTICLES OF INCORPORATION

 _____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

STANDING

ar

EXAMINER'S INITIALS: T. BROWN JUN 28 1995

FILED
65 JUL 20 PM 2 38
SECRET
U.S. DEPT. OF JUSTICE

Articles of Incorporation
of

AMERICAN SURGERY CENTERS OF CORAL GABLES, INC.

FILED
95 JUN 28 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is AMERICAN SURGERY CENTERS OF CORAL GABLES, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 250 South Park Avenue, Suite 600, Winter Park, Florida 32789.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Bank Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	2300 Sun Bank Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Thomas R. Whatley, Jr.	250 South Park Avenue Suite 600 Winter Park, Florida 32789
Mitchell G. Billing	250 South Park Avenue Suite 600 Winter Park, Florida 32789

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 27th day of June, 1995.

A.G.C. Co.

By: G. Thomas Ball
G. Thomas Ball
Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 27th day of June, 1995, by G. Thomas Ball of A.G.C. Co., an Ohio corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

Karen L. Bohn
(Notary Signature)

(NOTARY SEAL)

Karen L. Bohn
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____



KAREN L. BOHN
CC434547 EXPIRES
SEP 10 1998
BONDED THRU TROY FAIR INSURANCE, INC.



KAREN L. BOHN
MY COMMISSION # CC434547 EXPIRES
September 10, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

D:\22898\95002\ARTICLES.ASC
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REGISTERED AGENT CERTIFICATE

FILED
95 JUN 28 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

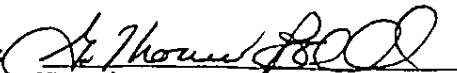
That AMERICAN SURGERY CENTERS OF CORAL GABLES, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By:


G. Thomas Ball
Vice President

DATED: June 27, 1995

P9500050552

120 HAY STREET
TALLAHASSEE, FL 32301
904.222.0101 FAX
904.222.0101 FAX



ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED
DATE 10/23/95 BY SP-5 PJS/STP
AUTHORITY 25 USC 552

Patricia Piggitt

FILED AT TALLAHASSEE, FL

DATE 10/23/95

BY SP-5 PJS/STP

RECEIVED AT TALLAHASSEE, FL

FILED AT TALLAHASSEE, FL
DATE 10/23/95
BY SP-5 PJS/STP

RECEIVED AT TALLAHASSEE, FL

10/23/95
AUTHORITY 25 USC 552
CORRECT NAME: PIGGITT, PATRICIA
DATE 10/23/95
BY SP-5 PJS/STP
BOOK/BOX NAME: PIGGITT, PATRICIA
ADDRESS: 120 HAY STREET, TALLAHASSEE, FL 32301
AT TALLAHASSEE, FL

FILED
95 OCT 23 PM 2:08
TALLAHASSEE, FL
FBI

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

DATE 10/23/95 BY SP-5 PJS/STP

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

Change
DC
11-23-95

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
FLORIDA submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: AMERICAN SURGERY CENTERS OF CORAL GABLES, INC.

1b. Date of incorporation: 6/28/95 Document number P95000050552

2. The name and address of the current registered agent and office:

A.G.C. CO. 200 S. ORANGE AVE., STE. 2300 ORLANDO, FL 32802

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Jim Smith
SIGNATURE

10/1/95
DATE

James B. Rogers, Secretary of State
Typed or printed name and title

HAVING BEEN NAMED 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 COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

By: *James B. Rogers*

(Registered Agent)

DATE

10/1/95

Karen J. Kelly

★
CAPITOL CORPORATE SERVICES, INC.

P95000050552

December 26, 1996

FLORIDA SECRETARY OF STATE
P. O. Box 6327
Tallahassee, FL 32314

Attn: Corporate Filing Dept.

Re: AMERICAN SURGERY CENTERS OF CORAL GABLES, INC.

Dear Filing Clerk:

200002044032--5
-01/03/97--01026--010
*****35.00 *****35.00

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 0983 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

Delanie Lundgren

Delanie Lundgren

enclosures

FILED
97 JAN -2 PM 12: 27
TALLAHASSEE, FLORIDA

SH 13
RA Ch.

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Florida submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: AMERICAN SURGERY CENTERS OF CORAL GABLES, INC.

1b. Date of incorporation: 6/28/95 Document number P95000050552

2. The name and address of the current registered agent and office:
CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, FL 32301-2525

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Richard J. D'Amico
SIGNATURE

December 17, 1996

DATE

☒ Richard J. D'Amico, Vice President
Typed or printed name and title

HAVING BEEN NAMED 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 COM-
plete performance of my duties, and I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.

SIGNATURE By: *Dulane Lundgren* asst. sec.
(Registered Agent)

DATE 12-26-96