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Florida Department of State
Division Of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: MEDICAL PARTNERS SURGERY CENTER

Dear Sir/Madam:

I am enclosing for filing the Articles of Incorporation, Certificate of Acceptance of Designation of Registered Agent and Certificate of Limited Partnership of MEDICAL PARTNERS SURGERY CENTER relative to the above-referenced matter. Also enclosed is our check representing the filing fee.

We would appreciate your filing these documents and returning the certified/receipt stamped copies by regular mail to us at your earliest convenience.

Please contact our office should you have any questions or concerns. Thank you for your assistance and prompt response.

Very truly yours,


Jeanne Dempsey
Paralegal

/jd
Enclosures

8/14/95
JD

**ARTICLES OF INCORPORATION
OF
MEDICAL PARTNERS SURGERY CENTER, INC.**

ARTICLE I

NAME

The name of this corporation is Medical Partners Surgery Center, Inc.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of operating free standing ambulatory surgery centers and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of Ten Cents (\$.10) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 4651 Salisbury Road, Suite 155, Jacksonville, Florida 32216. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 4651 Salisbury Road, Suite 155, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is Brett J. Lewis. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation is:

NAME

ADDRESS

Brett J. Lewis

4651 Salisbury Road, Suite 155
Jacksonville, FL 32256

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

Brett J. Lewis

4651 Salisbury Road, Suite 155
Jacksonville, FL 32256

ARTICLE IX

BYLAWS

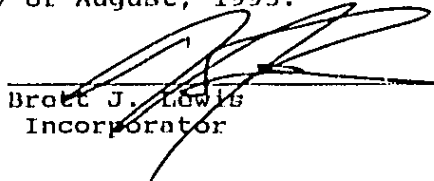
Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 8th day of August, 1995.

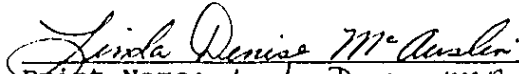
 (SEAL)
Brett J. Lewis
Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME personally appeared Brett J. Lewis, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of Medical Partners Surgery Center, Inc., and who did take an oath.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 8th day of August, 1995.

(SEAL)


Print Name: Linda Denise McAustin
Notary Public, State of Florida
at Large.
My Commission Expires: 2/1/97
Commission No.: CC259923

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
MEDICAL PARTNERS SURGERY CENTER, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the Initial Registered Agent for the service of process within the State of Florida upon Medical Partners Surgery Center, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 4651 Salisbury Road, Suite 155, Jacksonville, Florida 32216.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 8th day of August, 1995.



Brett J. Lewis
Registered Agent