

P96000000352
WALTON LANTAFF SCHROEDER & CARSON

ATTORNEYS AT LAW

IN PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA
2055 LEJUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 379 6411
FACSIMILE (305) 446 9206

December 20, 1995

EFFECTIVE DATE

01/01/96

CHARLES P. SACHS, P.A.
MICHAEL R. JENAS, P.A.
DAVID R. THARP, P.A.
WAYNE T. GILL, P.A.
NICHOLAS F. CHRISTIN, P.A.
RICHARD P. COLE, P.A.
STEPHEN W. SAZINSKY
CHARLES B. MIRMAN, P.A.
JONATHAN J. DAVIS
BENJAMIN I. PROBST
LAWRENCE D. SMITH
JOHN P. JOY
JOHN W. MCCLUSKEY
GREGORY J. WILLIS
BETH J. LEAHY
ROBERTA J. KARP
JOHN D. WHITE, III
O. BART BILBROUGH
ROBERT J. STRUNIN
DEBORAH POORE KNIGHT
MARLA A. MUDANO
RICHARD G. ROSENBLUM
HENRY SUAREZ
DAVID M. McDONALD
MICHAEL W. BAKER
ROBERT L. TEITLER
GREGORY T. MARTINI
ROBERT M. DONLON

HARVEY D. GINSBURG
GEOFFREY B. MARKS
ALLISON B. CHITTEN

JULIAN L. RICE
PATRICK J. TOOMEY, JR.
PAUL B. MARTIN
AMY L. SMITH
FRANK J. TADDEO
DENE P. KISSANE
GREGORY W. COLEMAN
SCOTT A. COLE
WILLIAM G. HENSHAW
LAWRENCE D. KING
LAURA M. CASTILLO
CHARLES B. SACHS
GEORGE W. BUSH, JR.
KURT A. WYLAND
BUBAN R. KENT
KIP O. LABRNER
NANCY C. VALCARNE
DAVID S. TADROS
JOSEPH P. CINNEY
RHETT P. DOVE, III
KENNETH L. VALENTINI
RUSSELL A. DOHAN
STEVEN E. POOR
ELLEN S. MALASKY
WARREN BROWN

OF COUNSEL
SAMUEL O. CARSON
WILLIAM J. GRAY, P.A.
CARL E. JENKINS, P.A.
MARTIN E. BEGAL, P.A.

MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1995)

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32314

VIA FEDERAL EXPRESS DELIVERY

Re: General Surgery Provider Group, Inc.
Articles of Incorporation
Our File No. 3759-0000-00

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees and charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
TOTAL	\$122.50

Please note that in accordance with §607.0203, F.S., and Article XII of the Articles, the corporate existence will commence January

300001671053
-12/26/95--01076--015
*****122.50 *****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 26 PM 3:19

cf 1/3/96

Corporate Records Bureau
December 20, 1995
Page 2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 DEC 26 PM 3:20

1, 1996, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

Thank you for your attention to this matter.

Very truly yours,



Charles P. Sacher

CPS:rb
Enclosures
cc: Stephen Wise Unger, M.D.

EFFECTIVE DATE

01/01/90

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 DEC 26 PM 3:20

ARTICLES OF INCORPORATION
OF
GENERAL SURGERY PROVIDER GROUP, INC.

I, STEPHEN WISE UNGER, M.D., the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract as a physician and surgeon duly licensed to render professional service as such, do hereby associate myself in the formation of a professional corporation under the laws of the State of Florida pursuant to the provisions of Chapters 607 and 621, Florida Statutes.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:

GENERAL SURGERY PROVIDER GROUP, INC.

ARTICLE II
PRINCIPAL ADDRESS

The address of the Corporation shall be:

4302 Alton Road
Suite 820
Miami Beach, Florida 33140

ARTICLE III
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician and surgeon duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine in such state.

To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician and surgeon duly licensed by the laws of the State of Florida as a physician and surgeon and practicing, by virtue of further training and experience, in the field of general surgery is

authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine in such state.

To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician and surgeon duly licensed by the State of Florida through participation in general partnerships or limited partnerships (whether the corporation be a general or limited partnership) so long as the participating partner or partners are authorized to carry on the same business of rendering the same professional services to the public either as a duly licensed physician and surgeon or as a corporation formed under Chapters 608 and 621, Florida Statutes.

To engage in every phase and aspect of the business of rendering the same professional services to the public that are usual and incident to the practice of medicine in conformity with the practice of medicine by a duly licensed physician and surgeon under the laws of the State of Florida, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to perform such professional services as may be incident to the practice of medicine in such state.

To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida, or of any other state or country and not prohibited by the professional service corporation act provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited shall not be limited or restricted by reference to, or inference from, any provision in

this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE IV CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) No shares of stock of this corporation may be issued to anyone other than the individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(3) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(4) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

ARTICLE V INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than \$500.00 Dollars.

ARTICLE VI
TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, General Surgery Provider Group, Inc., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE VIII
DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of five (5) or more Directors, who shall be elected in accordance with the By-Laws. All Directors of this corporation must be duly licensed to render the same professional services of this corporation.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephen Wise Unger, M.D.	4302 Alton Road, Suite 820 Miami Beach, Florida 33140
Donald Minervini, M.D.	1680 Michigan Avenue Miami Beach, Florida 33140
Ernesto Santoni, M.D.	1680 Michigan Avenue Miami Beach, Florida 33140
Isaac Egozi, M.D.	1321 N.W. 14th Street Miami, Florida 33125
Garry L. Glick, M.D.	4302 Alton Road, Suite 820 Miami Beach, Florida 33140

ARTICLE IX
SUBSCRIBERS

The name and street address of the Subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephen Wise Unger, M.D.	4302 Alton Road, Suite 820 Miami Beach, Florida 33140

ARTICLE X
VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting power of any or all of his shares.

ARTICLE XI
CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each Stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to this shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the First day of January, 1996, so long as these Articles are filed with the Secretary of State by January 1, 1996.

IN WITNESS WHEREOF, STEPHEN WISE UNGER, M.D., the undersigned, being the original subscriber to the foregoing Articles of Incorporation have hereunder set his hand and seal this 21st day of December, 1995.


_____(SEAL)
STEPHEN WISE UNGER, M.D.

STATE OF FLORIDA)
COUNTY OF DADE) SS:

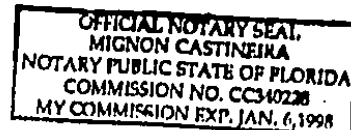
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following named person, to wit:

STEPHEN WISE UNGER, M.D., to me well known and known to me to be the individual of the name subscribed in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 2nd day of December, 1995.

Mignon Castineira
Notary Public, State of Florida
at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 26 PM 3:20

Having been named to accept Service of Process for General Surgery Provider Group, Inc., at place designated in ARTICLE VII of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Charles P. Seader (SEAL)
Registered Agent