

P96000009934

BRIAN W. BROAD

ATTORNEY AT LAW

1100 NORTH FEDERAL HIGHWAY, SUITE 107

BOCA RATON, FLORIDA 33432

407 - 394 - 2321

FLORIDA & NEW YORK BARS

96 JAN 27 10 40 AM

FILED

January 25, 1996

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Okeechobee Surgical Associates, P.A.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office, together with a check payable to the Secretary of State in the amount of \$122.50.

Upon filing of the original documents, please return the enclosed copy.

In the event of any questions or comments, please do not hesitate to call. Thank you for your cooperation in this matter.

Sincerely,

Brian W. Broad

Brian W. Broad

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95-313/ltrartcl

Enclosures; Check No. 2178

1-31-96
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ARTICLES OF INCORPORATION

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1995
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ARTICLE I - NAME

The name of this corporation is: **Okeechobee Surgical Associates, P.A.**

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

**235 N.E. 19th Drive
Okeechobee, Florida 34972**

ARTICLE III - PURPOSE

This corporation is organized for the purpose of rendering specific professional services as medical doctors.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **1,000** shares, with no par value, of common stock which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **235 N.E. 19th Drive, Okeechobee, Florida 34972**, and the name of the initial registered agent of this corporation at that address is **Dr. John Chang**.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have **Fourteen (14)** Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the by-laws of the Corporation. The name and address of the initial Directors are:

Dr. John Chang
235 NE 19th Dr.
Okeechobee, FL 34972

Dr. Richard James *RR*
245 N.E. 19th Dr.
Okeechobee, FL 34972

Dr. David Sigalow
215 N.E. 19th Dr.
Okeechobee, FL 34972

also wife - *Amendments Associates of Florida*

Dr. Zefar Kureshi
214 NE 19th Dr.
Okeechobee, FL 34972

Dr. Robert Stiefel
2340 West Silver Palm Road
Boon Raton, Florida 33432

Dr. Marc Levine *(LS)*
3500 Centre Court
Palm City, Florida 34990

Dr. Manuel Garcia
306 NE 19th Dr.
Okeechobee, FL 34972

Dr. Arif Shkool *AS*
265 NE 19th Dr.
Okeechobee, FL 34972

Dr. Syed Abdullah
202 NE 19th Dr.
Okeechobee, FL 34972

Dr. Miguel Espirito
304 NE 19th Dr.
Okeechobee, FL 34972

Dr. Jerry Pangilliman
200 NE 19th Dr.
Okeechobee, FL 34972

Dr. Bradford Slutsky
406 NW 4th St.
Okeechobee, FL 34972

Dr. Mohammed Jabbar *MJS*
111 NE 19th Dr.
Okeechobee, FL 34972

Dr. JORIN LANZA *JL*
109 NE 19th Drive
Okeechobee, FL 34972

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Dr. John Chang
235 NE 19th Dr
Okeechobee, FL 34972

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

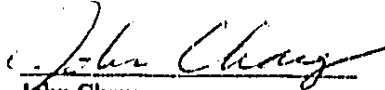
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Date: 1/10/96


John Chang

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Okeechobee Surgical Associates, P.A.**
2. The name and address of the registered agent and office is:

John Chang
235 N.E. 19th Drive
Okeechobee, FL 34972

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 1/10/96


John Chang

4/22/97
11:00 AM

P96000009934

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000006489 3)))

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: RAPPEL & ASSOCIATES, P.A.
076043001611

ACCT#:

CONTACT: ROBERT RAPPEL
PHONE: (561) 978-0007

FAX #:

(561) 569-9303

NAME: OKKECHODEE SURGICAL ASSOCIATES, P.A.

AUDIT NUMBER.....H97000006489

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$96.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Amend
+ NC

97 APR 22 PM 1:09

FILED

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
OKEECHOBEE SURGICAL ASSOCIATES, P.A.

1. The following provisions of the Articles of Incorporation of OKEECHOBEE SURGICAL ASSOCIATES, P.A., a Florida professional corporation ("Corporation"), filed with the Secretary of State on January 29, 1996, Charter Number P96000009934, be, and they are hereby amended, pursuant to Florida Statutes, Section 607, as shown below:

- A. ARTICLE I., CORPORATE NAME, of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

The name of the Corporation to:

OKEECHOBEE SURGICAL ASSOCIATES, INC.

- B. ARTICLE III., PURPOSE, of the Article of Incorporation of this Corporation is amended to read in its entirety as follows:

"This corporation is organized to construct, own and operate a freestanding outpatient surgical care center."

- C. ARTICLE IV., CAPITAL STOCK, of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

"The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$10.00 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series."

- D. ARTICLE VI., BOARD OF DIRECTORS, of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

1. The property, business and affairs of the Corporation shall be managed by a Board which shall consist of not less than three(3) directors. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the

Robert Rappel, D.O., J.D.
2700 Indian River Blvd., Ste. 314/315
Vero Beach, FL 32960-4230
561/978-0007
Florida Bar No. 0015156

number of directors, the Board shall consist of three (3) directors. Directors are not required to be shareholders of the Corporation.

2. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
3. The Initial Board of Directors shall consist of seven (7) Directors. The name and address of the Initial Directors are as attached in Exhibit "A" to these Articles of Amendment to the Articles of Incorporation.

E. ARTICLE VIII., PRE-EMPTIVE RIGHTS, of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

There shall be no pre-emptive rights granted to the shareholders upon the sale of any stock by any shareholder or the issuance of any stock by the Corporation.

F. ARTICLE IX., INDEMNIFICATION, of the Articles of Incorporation of this Corporation is added to read in its entirety as follows:

1. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance in the performance of his duties to the Corporation unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good

faith in a manner which he reasonably believed to be in, or not opposed to the best interest of the Corporation; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Paragraph 1, above, or in defense of any claim issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellant attorney's fees) actually and reasonably incurred by him in connection therewith.
3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officers, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.
4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
5. Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

G. ARTICLE X, BYLAWS, of the Articles of Incorporation of this Corporation is added to read in its entirety as follows:

The first Bylaws shall be adopted by the Board Directors and may be altered, amended or rescinded by the Directors and/or Shareholders in the manner provide by the Bylaws.

H. ARTICLE XI., AMENDMENTS, of the Articles of Incorporation of this Corporation is added to read in its entirety as follows:

Amendments of these Articles of Incorporation shall be made in the following manner, except as otherwise provided by law:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if shares have been issued, directing that it be submitted to a vote at a meeting of the Shareholders, which may be either the annual or a special meeting. If no other share shares been issued, the amendment shall be adopted by a vote of the majority of the Directors and the provisions for adoption by Shareholders shall not apply.
2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Shareholder of record entitled to vote thereon within the time and in the manner provided by Florida Statutes, Section 607, for the giving of notice of meetings of Shareholders. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.
3. At such meeting a vote of the Shareholders, entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon.
4. Any number of amendments may be submitted to the Shareholders and voted upon by them at any one meeting.
5. If all of the Directors and all of the Shareholders of the Corporation, eligible to vote, sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though the requirements set forth above had been satisfied.
6. The Shareholders may amend the Articles of Incorporation without an act of the Directors at a meeting for which notice of the changes to be made is given.

7. Articles of Incorporation shall be prepared and shall be executed by the Corporation by its President or Vice president and by its Secretary or an Assistant Secretary, and acknowledged by one of the officers signing the Articles, and shall set forth:
 - A. The name of the Corporation.
 - B. The amendment so adopted.
 - C. The date of the adoption of the amendment by the shareholders or by the Board of Directors when no shares have been issued.
 - D. If such amendment provides for an exchange, reclassification, or cancellation of issued shares, and in the manner in which the same shall be affected is not set forth within the amendment, then a statement of the manner in which the same shall be affected.
8. If the amendment is made by the Incorporation or Director(s) before the issuance of any shares, the Articles of Amendment shall be executed by the Incorporator or Director(s), as the case may be, and shall set forth:
 - A. The name of the Corporation.
 - B. The amendment so adopted and the date of the adoption.
 - C. A statement that the amendment is made by the Incorporator or Director(s) before the issuance of any shares.
9. The Articles of Amendment shall be delivered to the Department of State of the State of Florida. Upon the filing of the Articles of Amendment by the Department of State, the amendments shall become effective and the Articles of Incorporation shall be deemed to be amended accordingly."

2. The foregoing Amendments was adopted by a Corporate Action by all the Directors of this Corporation, effective as of April 1, 1997. Shareholder action was not required for these amendments.

IN WITNESS WHEREOF, the undersigned, being a Director of this Corporation, has executed these Articles of Amendment as of April 1, 1997.

[SIGNATURE PAGE TO FOLLOW]

Fax Audit No. H97000006489

OKEECHOBEE SURGICAL ASSOCIATES, P.A.

By:


JOHN LANZA, M.D., Director

Acknowledgment

STATE OF FLORIDA)

) SS:

COUNTY OF OKEECHOBEE)

The foregoing instrument was acknowledged before me this 17th day of April, 1997, by John Lanza, M.D., Director of Okeechobee Surgical Associates, P.A., a Florida professional corporation, on behalf of the corporation. He is personally known to me.



CARRIE J. CARDIN
My Commission Expires
Sep. 27, 2000


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

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