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96 MAR 13 PM 12:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 000123 1322540

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 20, 1996

ORDER TIME : 9:49 AM

ORDER NO. : 000123

CUSTOMER NO: 1322540

CUSTOMER: Joel D. Bronstein, Esq
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

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EFFECTIVE DATE
3-13-96

DOMESTIC FILING

NAME: SPACE COAST OUTPATIENT
ENDOSCOPY SERVICES, INC.

ARTICLE III
EFFECTIVE DATE: MARCH 18, 1996

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

RECEIVED
96 MAR 20 PM 12:14
DIVISION OF CORPORATION

3-21-96
#

ARTICLES OF INCORPORATION
OF
SPACE COAST OUTPATIENT ENDOSCOPY SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is SPACE COAST OUTPATIENT
ENDOSCOPY SERVICES, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation and the mailing
address of this corporation is 9620 Executive Center Drive, Suite
125, St. Petersburg, Florida 33702.

ARTICLE III

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of
March 18, 1996.

ARTICLE IV

PURPOSES

This corporation may engage in any activity or business per-
mitted under the laws of the United States of America and of this
State.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Joel D. Bronstein, Esquire, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are John Jenkins, 9620 Executive Center Drive, Suite 125, St. Petersburg, Florida 33702.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Joel D. Bronstein, 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX

AMENDMENT

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

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act

by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;

4. Shares sold otherwise than for money.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall

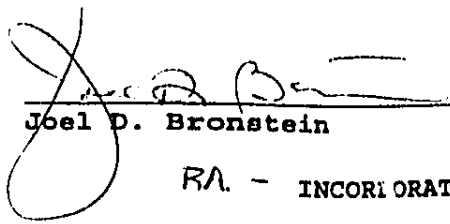
not be further restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XIV

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract right, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 17 day of March, 1996


Joel D. Bronstein

RA. - INCORPORATOR

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