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SUZANNE BARKETT  
*By Counsel*

EFFECTIVE DATE  
3/22/96

PLEASE REPLY TO:  
POST OFFICE DRAWER #388  
WINTER PARK, FLORIDA 32789-2388  
FACSIMILE (407) 740-0310

March 22, 1996

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

600001756216  
-03/25/96--01076--019  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation of The Surgical Group of  
Orlando, P.A.

Gentlemen:

Enclosed is the original of the Articles of Incorporation of The Surgical Group of Orlando, P.A., together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before five working days from date of letter.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,

*Bill P.*

WILLIAM P. WEATHERFORD, JR.

WPWjr:dad  
Enclosures

cc: Mr. Michael McManus

C:\WP\WPW\96-0060\ART-INC.

FILED  
MAR 25 PM 3:00  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

*Bill*  
*4/1/96*

EFFECTIVE DATE  
3/22/96

ARTICLES OF INCORPORATION  
OF

FILED

96 MAR 25 PM 3:00

THE SURGICAL GROUP OF ORLANDO, P.A. OFFICE OF THE CLERK OF THE  
COURT, TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation shall be THE SURGICAL GROUP OF ORLANDO, P.A. The principal office and mailing address for this corporation shall be 63 West Underwood Street, Orlando, Florida 32806.

ARTICLE II - GENERAL NATURE OF BUSINESS

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

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act 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 or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE IV - REGISTERED AGENT

The initial Registered Agent of this corporation shall be R. Klien Bowen, Jr., M.D. whose business office is identical with the corporation's registered office set forth below.

ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 63 West Underwood Street, Orlando, Florida 32806.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall commence on the date of execution of these Articles of Incorporation, and shall exist perpetually unless dissolved according to law.

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be three (3).

B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Directors, but shall never be less than one (1).

C. The name and street address of the initial members of the Board of Directors, to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

| <u>Name</u>               | <u>Street Address</u>                              |
|---------------------------|--|
| R. Klien Bowen, Jr., M.D. | 63 West Underwood Street<br>Orlando, Florida 32806 |
| Daniel L. Arnold, M.D.    | 63 West Underwood Street<br>Orlando, Florida 32806 |
| Joseph J. Esgro, M.D.     | 63 West Underwood Street<br>Orlando, Florida 32806 |

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director shall be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

#### ARTICLE VIII - INCORPORATORS

The following is the name and street address of the person signing these Articles of Incorporation, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

| <u>Name</u>               | <u>Street Address</u>                              |
|---------------------------|--|
| R. Klien Bowen, Jr., M.D. | 63 West Underwood Street<br>Orlando, Florida 32806 |

#### ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder.

#### ARTICLE X - BYLAWS

The power to adopt, amend or repeal bylaws for the management of this corporation shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22<sup>nd</sup> day of March, 1996.

R. Klien Bowen, Jr., M.D.  
R. Klien Bowen, Jr., M.D.

Having been named Registered Agent for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Signature: R. Klien Bowen, Jr., M.D.  
R. Klien Bowen, Jr., M.D.

Date: March 22, 1996

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FILED  
96 MAR 25 PM 3:00  
TALLAHASSEE, FLORIDA