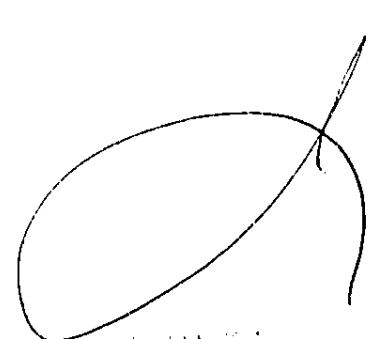


PR 10/10/96 10:14 AM
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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: RITA SALCINES
DEPARTMENT OF STATE 2027 SW 10 ST.
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
CONTACT: MIAMI FL 33145-0000
RITA M SALCINES
PHONE: (305) 443-1872
FAX: (305) 447-0276
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PATMETTO SURGICAL CLINIC, INC.
FAX AUDIT NUMBER: H96000005063
CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/10/1996
TIME REQUESTED: 08:44:04
CERTIFIED COPIES: 0
CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5
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96 APR 10 PM 3:45
TALLAHASSEE, FLORIDA
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 4/10

15:11:11 04/10/96

FILED
JUN 10 1963
FBI - MEMPHIS

The undersigned subscriber to these Articles of Incorporation hereby desires to form a Corporation under the laws of the State of Florida.

The name of the corporation shall be:

101 The general nature of the business to be transacted by this Corporation

2.1 To own and/or operate medical clinics in the State of Florida;

2.3 To own real and personal property, enter into contracts and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Corporation;

2.5 To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida, or by the provisions of these Articles of Incorporation;

ARTICLE THREE

ARTICLE FOUR

This document prepared by: Rita Salcines (305) 443-1872
2827 SW 18 Street, Miami, FL. 33145

ARTICLE FIVE

This Corporation shall have initially one director, but the number of directors of this Corporation may be increased from time to time by the By-Laws, up to ten directors.

ARTICLE SIX

The Board of Directors shall exercise the general management and control of the business and may exercise all of the powers of the Corporation, including the designation of officers, except those powers expressly conferred upon or reserved to the stockholders by Statute, by the Articles of Incorporation or by the By-Laws.

ARTICLE SEVEN

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are:

DR. ERICK M. SALADO, PRESIDENT
935 WEST 49 STREET - STE. 203, HIALEAH, FLORIDA 33012

ARTICLE EIGHT

The name and post office address of the subscriber signing these Articles of Incorporation as the Incorporator is:

DR. ERICK M. SALADO
935 WEST 49 STREET - STE. 203, HIALEAH, FLORIDA 33012

ARTICLE NINE

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others. The incorporator hereby agrees to be bound by and proceed under the provisions of Section 1244, Internal Revenue Code.

ARTICLE TEN

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE ELEVEN

In furtherance of, and no in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the

business and the conduct of the affairs of the Corporation:

1. Subject to such restrictions, if any as are herein expressed and such further restrictions, if any as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may by Statute, or by the Articles of Incorporation or amendments thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The Corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

3. No contract or other transaction between the Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in; or is a member, director or officer, or are members, directors or officers of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act, or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or are interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE TWELVE

This Corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE THIRTEEN

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the Corporation to any extent.

ARTICLE FOURTEEN

The street address of the principal office of this Corporation is:
935 WEST 49 STREET, STE. 203, HIALEAH, FLORIDA 33012;

and the name of the initial Registered Agent for service or process in

the State of Florida, shall be:

DR. ERICK M. SALADO, 935 WEST 49 STREET - STE. 203, HIALEAH, FLORIDA 33012

ARTICLE FIFTEEN

The shareholders may, at their sole discretion, repeal, alter or amend the By-Laws of this Corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes, subscribes, acknowledges and files in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certifies that the facts herein stated are true, all this 21st day of MARCH, 1996.


DR. ERICK M. SALADO

STATE OF FLORIDA }
COUNTY OF DADE }
SS: }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared DR. ERICK M. SALADO, who after first being sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal, at Hialeah, County and State aforementioned, this 21st day of MARCH, 1996.


Notary Public, State of Florida

My Commission Expires:



RTA SALAME
My Commission Expires
Expires Jan. 28, 1997
Bonded by HAI
800-428-1285

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM SERVICE OR PROCESS MAY BE EFFECTIVE**

In compliance with Section 607.0501 of the Florida Statutes, the following is submitted:

PALMETTO SURGICAL CLINIC, INC.

desiring to organize or qualify under the laws of the State of Florida, with its initial registered office in the City of Hialeah, County of Dade, State of Florida, has named DR. ERICK SALADO, 935 WEST 49 STREET, STE. 203, HIALEAH, FLORIDA 33012, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby agree to 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.

Dated this 21st of MARCH, 1996.


DR. ERICK SALADO, REGISTERED AGENT

FILED
96 APR 10 PM 3:45
SECRETARY OF STATE
TALLAHASSEE
FLORIDA