

P96000043756

1201 HAYS STREET
TALLAHASSEE, FL 32301-2600
904-222-9100
904-222-0100 FAX

800-342-8



ACCOUNT NO. : 072100000032

REFERENCE : 963038 4385783

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 22 PM 3:33

ORDER DATE : May 22, 1996

ORDER TIME : 1:01 PM

ORDER NO. : 963038

CUSTOMER NO: 4385783

CUSTOMER: Ms. Linda Bittner
AMERICAN OPHTHALMIC, INC.

500001885865

Suite 600
250 South Park Avenue
Winter Park, FL 32789

DOMESTIC FILING

NAME: AMERICAN SURGERY CENTERS OF
TALLAHASSEE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

RECEIVED
96 MAY 22 PM 2:10
DIVISION OF CORPORATION

JP
5/22/96

96 MAY 22 PM 3: 33

**Articles of Incorporation
of
American Surgery Centers of Tallahassee, Inc.**

ARTICLE I

Name and Duration

The name of the Corporation is **American Surgery Centers of Tallahassee, Inc.**
The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the 22nd day of May, 1996 the date of filing with the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is: 250 South Park Avenue, Suite 600, Winter Park, FL 32789.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1201 Hays Street, Tallahassee, FL 32301. The name of the registered agent at such address is Corporation Service Company.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Kathryn L. Sweers	250 South Park Avenue Suite 200 Winter Park, Florida 32789

ARTICLE VI

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Mitchell G. Billing	250 South Park Avenue Suite 200 Winter Park, Florida 32789
Thomas R. Whatley Jr.	250 South Park Avenue Suite 200 Winter Park, Florida 32789

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.


ARTICLE IX

Indemnification

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

Signatures Appear on Following Page

By: Kathryn Sweetser
Kathryn Sweetser

 MICHELLE SUE MATHHEY
My Comm Exp. 7/09/96
Bonded By Service Ins
No. CC213844
I ☒ Personally Known I ☐ Other I.D.
(NOTARY SEAL)

Michelle S. Potter
(Notary Signature)
Michelle S. Potter
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC. 213844

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 22 PM 3:33

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That **American Surgery Centers of Tallahassee, Inc.** desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tallahassee, County of Leon, State of Florida, has named Corporation Service Company, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

Corporation Service Company.

By: Alex B. Pizer

Its: _____

DATED: _____



CAPITOL CORPORATE SERVICES, INC.

P960000043756

December 26, 1996

FLORIDA SECRETARY OF STATE
P. O. Box 6327
Tallahassee, FL 32314

700002043957--9
-01/03/97--01026--001
*****35.00 *****35.00

Attn: Corporate Filing Dept.

Re: **AMERICAN SURGERY CENTERS OF TALLAHASSEE, INC.**

Dear Filing Clerk:

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 0984 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

Delanie Lundgren

Delanie Lundgren

enclosures

FILED
97 JAN -2 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/11/13
LA Ch.

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: AMERICAN SURGERY CENTERS OF TALLAHASSEE, INC.

1b. Date of incorporation: 5/22/96 Document number P96000043756

2. The name and address of the current registered agent and office:
CORPORATION SERVICE COMPANY

1201 Nays Street, Tallahassee, FL 32301-2525

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Richard J. D'Amico

SIGNATURE

December 17, 1996

DATE

X Richard J. D'Amico, Vice President
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.

SIGNATURE By: *Dellanie Lundgren* asst.
(Registered Agent) REC.

DATE 12-26-96