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FLORIDA DIVISION OF CORPORATIONS  
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P.A.

NAME: PHYMATRIX ENDOSCOPY CENTER, INC.

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GUNSTER, YOKLEY, VALDES-FAULI & STEWART, P.A.

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### FAX TRANSMITTAL FORM

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TO: Florida Division of Corporations

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CITY, STATE: Tallahassee, FL

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**ARTICLES OF INCORPORATION  
OF  
PHYMATRIX ENDOSCOPY CENTER, INC.**

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**Article I**

**Name**

The name of the corporation is PHYMATRIX ENDOSCOPY CENTER, INC.

**Article II**

**Duration**

The corporation shall have a perpetual existence.

**Article III**

**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV**

**Address**

The principal place of business of this corporation shall be:

777 S. Flagler Drive  
Suite 1000 East  
West Palm Beach, Florida 33401

Thomas P. Hunt, Esq. (FL Bar No. 0441480)  
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
777 S. Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401  
(561) 655-1980

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The mailing address of this corporation shall be:

777 S. Flagler Drive  
Suite 1000 East  
West Palm Beach, Florida 33401

#### Article V

##### Capital Stock

The corporation is authorized to issue Ten Thousand (10,000) shares of one cent (\$.01) par value per share common stock.

#### Article VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 S. Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

#### Article VII

##### Incorporator

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

Thomas P. Hunt  
777 S. Flagler Drive  
Suite 500 East  
West Palm Beach, Florida 33401

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**Article VIII****Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article IX****Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein 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, the personal and other legal

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representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article X

##### Amendment

The 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 shareholder(s) is subject to this reservation.

#### Article XI

##### Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.



Thomas P. Hunt, Incorporator

DATED: June 26 1996

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for PHYMATRIX ENDOSCOPY CENTER, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

**REGISTERED AGENT:****VALDES FAULI CORPORATE SERVICES,  
INC.**

By: Michael V. Mitrione  
Michael V. Mitrione, Vice President

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