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ZISKIND & ARVIN, P.A.

RIVERGATE PLAZA
444 BRICKELL AVENUE
SUITE 612
MIAMI, FLORIDA 33131
(305) 577-4000
FAX: (305) 374-9000

August 21, 1996

Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-09/09/96--01017--002
****122.50 ****122.50

RE: Ambulatory Care of America, Inc.

Dear Sir/Madam:

Enclosed please find two (2) originally executed copies of the Articles of Incorporation and Certificate of Designation of Registered Agent and Registered Office and Acceptance of Appointment of Registered Agent for the above-captioned entity, along with a check in the amount of \$122.50, made payable to the Secretary of State for the following fees:

Filing fee. \$35.00
Certified Copy. \$52.50
Acceptance of Registered Agent. \$35.00

Please file the aforementioned documents as soon as practicable and provide the undersigned with a certified copy of one of the originally executed copies thereafter in the self-addressed stamped envelope provided.

Thank you in advance for your prompt attention to this matter. Please contact me if there are any questions.

Sincerely,

ZISKIND & ARVIN, P.A.



Adrianna F. Marrero
Administrative Assistant

ACOA.SOS

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP -6 PM 12:58

FILED

9-10-96
KLR

ARTICLES OF INCORPORATION
of
AMBULATORY CARE OF AMERICA, INC.

FILED
SEP-5 PM 2:58
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is AMBULATORY CARE OF AMERICA, INC. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

c/o Ziskind & Arvin, P.A.
444 Brickell Avenue
Suite 612
Miami, FL 33131

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 444 Brickell Avenue, Suite 612, Miami, FL 33131 and the initial registered agent of this Corporation at such office shall be Ziskind & Arvin, P.A.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Ziskind & Arvin, P.A., 444 Brickell Avenue, Suite 612, Miami, FL 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on August 20, 1996.

Ziskind & Arvin, P.A., Incorporator

By: 
J.A. Ziskind, President

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is:

AMBULATORY CARE OF AMERICA, INC.

2. The name and address of the registered agent and the registered office is:

ZISKIND & ARVIN, P.A.
444 Brickell Avenue, Suite 612
Miami, FL 33131

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of Wintel Communications, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: August 20, 1996

ZISKIND & ARVIN, P.A., Registered Agent

By: 

J.A. Ziskind, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ZISKIND & ARVIN, P.A.

ATTORNEYS AT LAW

RIVERGATE PLAZA
444 BRICKELL AVENUE
SUITE 612
MIAMI, FLORIDA 33131
(305) 577-4888
FAX (305) 374-0888

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December 5, 1996

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

RE: Articles of Amendment

Dear Ladies and Gentlemen:

Enclosed please find one (1) original and one (1) copy of Articles of Amendment to the Articles of Incorporation of Ambulatory Care of America, Inc. along with a check in the amount of \$87.50 for filing costs. Please certify the enclosed copy and forward back to our office in the self-addressed stamped envelope provided for your convenience. Should you have any questions or require any additional information, please feel free to contact the undersigned. Thank you for your assistance with this matter.

Sincerely,

ZISKIND & ASSOCIATES



Adrianna F. Marrero
Administrative Assistant

Enclosures

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*****87.50 *****87.50

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96 DEC 12 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Ken Arvin authorized to
add number of votes sufficient
for approval*

*Name Change
LFS*

12-20-96

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
AMBULATORY CARE OF AMERICA, INC.

FILED
96 DEC 12 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 607.1006, Florida Statutes, the undersigned being the President of Ambulatory Care of America, Inc., a Florida corporation (the "Corporation") does hereby execute these Articles of Amendment to the Articles of Incorporation of the Corporation.

1. Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and a new Article I shall be as follows:

Article I.

The name of this Corporation shall be:

ASC Healthcare, Inc.

2. The foregoing amendment was adopted on October 28, 1996.

3. The foregoing amendment was approved pursuant to Section 607.0704, Florida Statutes, by the written consent of the holders of more than seventy-five percent (75%) of the issued and outstanding common stock of the Corporation, the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 28th day of October, 1996, to be effective in all respects when filed with the Florida Secretary of State.

ASC Healthcare, Inc.

By:

J.A. Ziskind, President