

ROBERT G. BEARD, JR., C.P.A.

16644 Valley Drive  
Tampa, Florida 33618

(813) 903-0251  
FAX (813) 908-5434

P960000086490

October 14, 1996

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

900001980549--9  
-10/18/96--01102--006  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of OPERATIVE SOLUTIONS, INC.

Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as OPERATIVE SOLUTIONS, INC. is appreciated.

Respectfully,

*Robert Beard*

enclosures - 3

96 OCT 19 PM 3:19  
RECEIVED  
CORPORATE RECORDS  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

*cf 10/21/96*

EFFECTIVE DATE

10/15/96

ARTICLES OF INCORPORATION  
OF  
OPERATIVE SOLUTIONS, INC.

FILED  
CLERK OF DISTRICT COURT  
96 OCT 19 PM 3:19

ARTICLE I

The name of this corporation is OPERATIVE SOLUTIONS, INC.

ARTICLE II

This corporation shall have perpetual existence, commencing October 15, 1996.

ARTICLE III

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act. More specifically, the general nature of the business to be transacted is to engage in every phase and aspect of the management of medical operating and emergency rooms at hospitals and surgery centers, including providing consulting services to same.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 10,000 of the par value of one dollar (\$1.00) each. Such shares will be designated Common Shares.

ARTICLE V

The corporation will not commence business until it has received for issuance of shares consideration of the value of \$1,000 consisting of money, labor done or property actually received.

ARTICLE VI

The street address of its initial registered office is 16644 Valley Drive, Tampa, Florida 33618, and the name of its initial registered agent at such address is Robert G. Beard, Jr.

#### ARTICLE VII

The corporation's principal office and mailing address is 5121 San Jose Street, Tampa, Florida 33629.

#### ARTICLE VIII

The number of directors constituting the initial board of directors is two, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
David J. Samuels	5121 San Jose Street Tampa, FL. 33629
Robert G. Beard, Jr.	16644 Valley Drive Tampa, FL. 33618

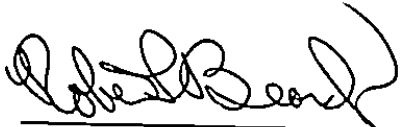
#### ARTICLE IX

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

#### ARTICLE X

The name and address of the incorporator and the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
Robert G. Beard, Jr.	16644 Valley Drive Tampa, FL. 33618

  
Robert G. Beard, Jr.  
Date October 14, 1996

2600 10 18 10

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the statutes relative to the proper and complete performance of my duties.



Robert G. Beard, Jr.

Date: October 14, 1996