

P970000167194

ADKINS & DIACO, P.A.

ATTORNEYS AT LAW

July 31, 1997

97 AUG -1 PM 2:17

TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Federation of Certified Surgeons & Specialists, Inc.

Dear Madam or Sir:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

| | |
|----------------------|----------|
| Filing Fee | \$ 35.00 |
| Certified Copy Fee | 52.50 |
| Registered Agent Fee | 35.00 |
| | \$122.50 |

We would appreciate your filing the original Articles, certifying a copy, and returning the certified copy to us.

Thank you.

Sincerely,



Michael R. Wallace

400002254874--3
-08/01/97--01050--005
****122.50 ****122.50

MRW:pal
Enclosures
cc: Joseph F. Diaco, M.D.

Handwritten notes:
Dam
H 1 - 1155 Pg.
8/4/97
8/4/97

**ARTICLES OF INCORPORATION
OF
FEDERATION OF CERTIFIED SURGEONS & SPECIALISTS, INC.**

FILED

97 AUG -1 PM 2:47

TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: FEDERATION OF CERTIFIED SURGEONS & SPECIALISTS, INC.

ARTICLE II

ADDRESS

The address of the principal office and the mailing address of this corporation shall be: 101 East Kennedy Blvd., Suite 2175 -- Barnett Plaza, Tampa, Florida 33602.

ARTICLE III

EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE V

CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the corporation shall

be ten thousand (10,000) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock must be paid for in cash valued at a fair valuation to be fixed by the Board of Directors.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 2175 - Barnett Plaza, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is Edward C. Adkins, Esq. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall have five (5) directors initially. The number of directors may be increased or decreased pursuant to the corporate Bylaws, but shall never be less than one (1). Three (3) of the initial directors are the following:

- a. Phillip H. Andersen, M.D. 13801 Bruce B. Downs Blvd.
Tampa, FL 33613
- b. Joseph F. Diaco, M.D. 4700 Habana Ave. North, Suite 403
Tampa, FL 33614
- c. Alfredo Fernandez, M.D. 8011 N. Himes Ave., Suite 3
Tampa, FL 33614

Two (2) directors in addition to the foregoing will be elected at the first meeting of the shareholders.

ARTICLE VIII

BY-LAWS

The Corporation's Board of Directors is specifically authorized from time to time adopt Bylaws not inconsistent herewith.

ARTICLE IX

INCORPORATOR

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

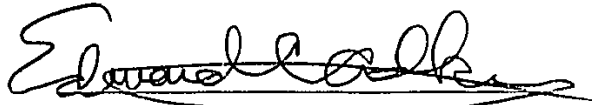
| <u>Name</u> | <u>Address</u> |
|------------------------|--|
| Edward C. Adkins, Esq. | 101 East Kennedy Boulevard Suite 2175 - Barnett Plaza Tampa, Florida 33602 |

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

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 the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Edward C. Adkins, Esq.

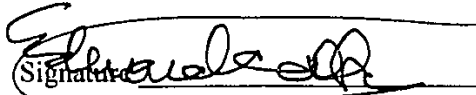
FILED

REGISTERED AGENT CERTIFICATE

97 AUG -1 PM 2:57

CLERK OF COURT
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at 101 East Kennedy Boulevard, Suite 2175, Tampa, Hillsborough County, Florida 33602, I hereby accept appointment as its 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.


Signature

Edward C. Adkins, Esq.

Date:

7/8/97