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\*ALSO MEMBER OF  
DISTRICT OF COLUMBIA  
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August 14, 1997

700002268197-0  
-08/15/97-01043-003  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Surg One, Inc., a Florida corporation

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Acceptance of Registered Agent and our check in the amount of \$122.50 to cover the cost of filing. Please note that this corporation is to commence its existence on August 13, 1997.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P.A.

  
Timothy J. Sloan

TJS/da

Enclosures

cc: Dr. David J. Edinger (w/enclosures)

FILED  
97 AUG 15 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

8-13-97

DMC  
8/18/97

ARTICLES OF INCORPORATION  
OF  
SURG ONE, INC.

FILED  
97 AUG 15 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Surg One, Inc.

EFFECTIVE DATE

8-13-97

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually. This corporation shall commence its existence on August 13, 1997.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 470 Harrison Avenue, Panama City, Florida 32401. The registered agent for this corporation is Timothy J. Sloan, whose address is 427 McKenzie Avenue, Panama

City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is nine (9). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are as follows:

JAMES E. CORRY, JR.  
470 Harrison Avenue  
Panama City, FL 32401

DAVID J. EDINGER  
470 Harrison Avenue  
Panama City, FL 32401

ANTHONY L. AKER  
470 Harrison Avenue  
Panama City, FL 32401

MARK S. JONES  
470 Harrison Avenue  
Panama City, FL 32401

BRET L. FISHER  
470 Harrison Avenue  
Panama City, FL 32401

JOHN J. MALLARY  
470 Harrison Avenue  
Panama City, FL 32401

H. LOGAN BROOKS, JR.  
470 Harrison Avenue  
Panama City, FL 32401

LEE G. GONSHOR  
470 Harrison Avenue  
Panama City, FL 32401

BENJAMIN R. HASTY  
470 Harrison Avenue  
Panama City, FL 32401

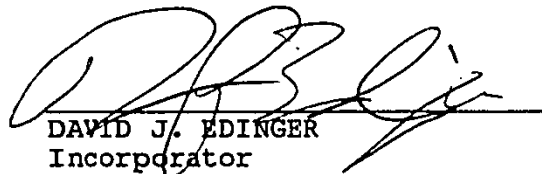
ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII- INCORPORATOR

The name of the person signing these Articles is David J. Edinger, whose address is 470 Harrison Avenue, Panama City, Florida 32401.

IN WITNESS WHEREOF, the undersigned subscriber has  
executed these Articles of Incorporation on this 13<sup>th</sup> day of  
August, 1997.

  
DAVID J. EDINGER  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and  
acknowledged before me this 13<sup>th</sup> day of August, 1997, by  
DAVID J. EDINGER, who is personally known to me or who has produced  
as identification.

 (SEAL)  
Notary Public Signature

KATHI M. HAMMOND  
Notary Public Printed Name

\_\_\_\_\_  
Commission Number and  
Expiration Date

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

SURG ONE, INC.

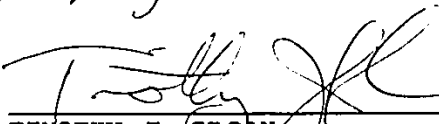
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 13<sup>th</sup> day of August, 1997.

  
TIMOTHY J. SLOAN  
Registered Agent