

SHEPPARD, BRETT, STEWART & HERSCH, P.A.

ATTORNEYS AT LAW

JAY ANDREW BRETT  
JOHN F. STEWART  
CRAIG R. HERSCH\*  
D. HUGH KINSEY, JR.

(FORMERLY SHEPPARD & WOOLSLAIR)  
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET  
P. O. DRAWER 400  
FORT MYERS, FLORIDA 33902

W. A. SHEPPARD (1898-1971)  
JOHN K. WOOLSLAIR (1908-1968)

JOHN WOOLSLAIR SHEPPARD  
OF COUNSEL

TELEPHONE (941) 334-1141  
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\*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

October 3, 1997

P97000086976

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
P. O. Box 6327  
Tallahassee, Florida 32301

800002313388--9  
-10/07/97--01005--013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Surgery Center Consultants, Inc.

Dear Sirs:

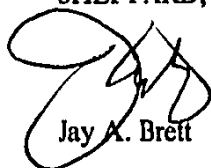
Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation.  
Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 122.50

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Very truly yours,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.

  
Jay A. Brett

JAB:dlb  
Enclosure  
B-2648

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -7 PM 2:03

KP  
10-8-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT -7 PM 2:03

ARTICLES OF INCORPORATION  
OF  
SURGERY CENTER CONSULTANTS, INC.

THE UNDERSIGNED, I, hereby execute this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is SURGERY CENTER CONSULTANTS, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

To provide consulting services for surgical centers and related issues.  
Notwithstanding the general purposes herein, the Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

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

#### ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

#### ARTICLE VII

The address of the principal office of the Corporation in this State is: 8350 Riverwalk Park Boulevard, Suite #4, Fort Myers, Florida 33919, and the name of the initial registered agent of this Corporation at that address is: DAVID HELIGMAN, M.D.

#### ARTICLE VIII

The number of Directors of this Corporation shall not be less than three (3) or more than seven (7).

#### ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
CARYL SERBIN, R.N.	8350 Riverwalk Park Blvd., Suite 4 Fort Myers, Florida 33919
DAVID HELIGMAN, M.D.	8350 Riverwalk Park Blvd., Suite 4 Fort Myers, Florida 33919
JOHN S. FIFER, M.D.	8350 Riverwalk Park Blvd., Suite 4 Fort Myers, Florida 33919
LARRY EISENFELD, M.D.	8350 Riverwalk Park Blvd., Suite 4 Fort Myers, Florida 33919
RONALD D. GARDNER, M.D.	8350 Riverwalk Park Blvd., Suite 4 Fort Myers, Florida 33919

#### ARTICLE X

The names and post office addresses of the officers of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
CARYL SERBIN, R.N.	President	8350 Riverwalk Park Blvd., Suite 4 Fort Myers, Florida 33919
DAVID HELIGMAN, M.D.	Vice President	8350 Riverwalk Park Blvd., Suite 4 Fort Myers, Florida 33919
JOHN S. FIFER, M.D.	Secretary	8350 Riverwalk Park Blvd., Suite 4 Fort Myers, Florida 33919
LARRY EISENFELD, M.D.	Treasurer	8350 Riverwalk Park Blvd., Suite 4 Fort Myers, Florida 33919

#### ARTICLE XI

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
DAVID HELIGMAN, M.D.	8350 Riverwalk Park Blvd., Suite 4 Fort Myers, Florida 33919

#### ARTICLE XII

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 25<sup>th</sup> day of September, 1997.

  
David Heligman, M.D., Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 25<sup>th</sup> day of September, 1997, by DAVID HELIGMAN, M.D., ☒ who is personally known to me or  
( ) who produced \_\_\_\_\_ as identification.

JUDITH L. ENGLISH  
Notary Public, State of FL  
My Comm. Expires April 10, 1998  
Comm. No. CC 362902

Judith L. English  
Notary Public  
Printed Name of Notary: JUDITH L. ENGLISH

(SEAL)  
Comm. Exp. Date:  
Comm. Number:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST -- THAT SURGERY CENTER CONSULTANTS, INC., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE  
OF BUSINESS IN THE CITY OF Fort Myers, COUNTY OF Lee, STATE OF Florida, HAS NAMED  
DAVID HELIGMAN, M.D., LOCATED AT 8350 Riverwalk Park Boulevard, Suite #4, (Street Address  
and Number of Building -- Post Office Box Addresses Are Not Acceptable), Fort Myers, COUNTY,  
Lee, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SURGERY CENTER CONSULTANTS, INC.

Signature: \_\_\_\_\_

(Corporate Officer)

Title: \_\_\_\_\_

Date: \_\_\_\_\_

9/30/97

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -7 PM 2:03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

Signature: \_\_\_\_\_

Resident Agent

Date: \_\_\_\_\_

9/30/97