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LANDTRACT REALTY & DEVELOPMENT CORPORATION
16156 U.S. ROUTE 441
Delray Beach, FL 33446

October 20, 1997

000002326350--2
-10/22/97--01012--001
*****35.00 *****35.00

Corporation Records Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Landtract Realty & Development Corporation
Articles of Amendment to Articles of Incorporation

Dear Registrar Person:

Enclosed please find an original and one (1) copy of Landtract Realty & Development Corporation Articles of Amendment to Articles of Incorporation to be filed, along with our check in the amount of \$35.00 for the requisite filing fee.

Upon filing the said Articles of Amendment to Articles of Incorporation, please forward a copy to me at:

Don DeLucia
10187 El Caballo Court
Delray Beach, FL 33446

700002334377--8
-10/30/97--01110--003
*****35.00 *****35.00

If you need to telephone me, my number is (561) 499-2266.

Thank you for handling this matter.

Sincerely,



Donald B. DeLucia
President

DDL:sd

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CERT. COPY _____
CUS _____
OVERPAYMENT _____
TOTAL 70

new Profit
SP 10/29/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 AM 11:08

10187 El Caballo Court
Delray Beach, FL 33446
October 22, 1997

New Corporation Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Symbion Investment Corporation • Articles of Incorporation

Dear Registrar Person:

Enclosed please find an original and one (1) copy of Articles of Incorporation and designation of resident agent to be filed, along with our check in the amount of \$35.00. We previously sent you \$35.00 with a request that was cancelled.

Upon filing the said Articles of Incorporation, please forward a copy to me at:

Don DeLucia
10187 El Caballo Court
Delray Beach, FL 33446

If you need to telephone me, my number is (561) 499-2266.

Thank you for handling this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Donald B. DeLucia", with a horizontal line extending to the right.

Donald B. DeLucia

DDL:sd



FAX MEMORANDUM

TO: Susan Payne, Administrator • Florida Department of Corporations
FROM: Don DeLucia, President/Realtor • LANDTRACT REALTY
DATE: October 21, 1997
RE: Landtract Realty & Development Corporation
Articles of Amendment to Articles of Incorporation
VIA: (850) 922-4001 PAGES: memo only

Dear Ms. Payne:

Yesterday, we mailed your office two (2) request, along with the requisite fees, in the same priority mail envelope.

1. One request contain new Articles of Incorporation for Symbion Investment Corporation, and
2. The second request was Article of Amendment to change Landtract Realty & Development Corporation's name to Symbion Realty & Development Corporation.

called Destra Ames

Please cancel the second (2) request, but retain the \$35.00 amendment fee.

We will soon be sending you new Articles of Incorporation to form Symbion Realty & Development Corporation, along with an additional \$35.00 fee.

I hope that our request change will not cause you an inconvenience.

Let me know if you have any questions.

Sincerely,

Don DeLucia
(561) 499-2266

**ARTICLES OF INCORPORATION
OF
SYMBION REALTY & DEVELOPMENT CORPORATION**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 AM 11:02

ARTICLE 1 • NAME AND INITIAL PLACE OF BUSINESS

The name of this Corporation is SYMBION REALTY & DEVELOPMENT CORPORATION and the initial place of business is 321 North Congress Avenue, Delray Beach, Florida, 33445.

ARTICLE 2 • DURATION

This Corporation, commencing on the date of execution and acknowledgement of these Articles, shall have a perpetual existence, unless sooner terminated pursuant to the Statutes of the State of Florida or the By-Laws of this Corporation.

ARTICLE 3 • PURPOSE AND POWERS

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida. Without limiting in any manner the scope or generality of the foregoing, the Corporation is hereby granted the following powers:

- A. To acquire, develop, finance, borrow on, invest in, mortgage, pledge, assign, encumber, build upon, construct, sell, lease, manage, hold, or in any manner deal in any and all interest in real estate of any kind whatsoever throughout the United States and the State of Florida.
- B. To engage in real estate brokerage, mortgage brokerage, appraising and real estate development.
- C. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
- D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- E. To do any and all things and everything necessary and proper for the accomplishments enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the Corporation, and

in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, and otherwise engage in any activity or business under the Laws of the United States and of the State of Florida, whether or not such activity or business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to be exclusive but all other lawful powers by the Statutes of the State of Florida are hereby included.

ARTICLE 4 • CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE 5 • PREEMPTIVE RIGHTS

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

ARTICLE 6 • INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this Corporation is 10187 El Caballo Court, Delray Beach, Florida 33446 and the name of the initial registered agent of this Corporation at that address is Donald B. DeLucia.

ARTICLE 7 • INITIAL DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the Corporation. The number of Directors may be either increased or diminished from time to time as the stockholders desire, by an amendment to the By-laws hereof, but at no time shall there be a number less than one (1). The initial Board of Directors shall hold the organizational meeting of the Corporation. The Board of Directors shall have the power to make, alter or repeal the By-laws of the Corporation at any regular or special meeting at which a quorum is present by the affirmative vote of the majority of the Directors attending and voting at such meeting. The names and post office address of the initial Board of Directors and Officers of this corporation are as follows:

Donald B. DeLucia - Director & President
10187 El Caballo Court
Delray Beach, Florida 33446

Susan M. DeLucia - Director & Secretary & Treasurer
10187 El Caballo Court
Delray Beach, Florida 33446

Michael A. DeLucia - Vice President
10187 El Caballo Court
Delray Beach, Florida 33446

Angela M. DeLucia - Vice President
10187 El Caballo Court
Delray Beach, Florida 33446

ARTICLE 8 • INCORPORATOR

The name and mail address of the person signing these Articles of Incorporation is:

Donald B. DeLucia, 10187 El Caballo Court, Delray Beach, Florida 33446

ARTICLE 9 • RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following person(s) and in the amounts set opposite their name(s):

Donald B. DeLucia and Susan M. DeLucia, his wife,
as tenants by the entireties..... 1,000 shares

ARTICLE 10 • INDEMNIFICATION

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

ARTICLE 11 • AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd Day of October, 1997.


Donald B. DeLucia, Subscriber

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Donald B. DeLucia, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22 day of October, 1997.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

July 14, 2001



DESIGNATION OF RESIDENT AGENT
FOR
SYMBION REALTY & DEVELOPMENT CORPORATION

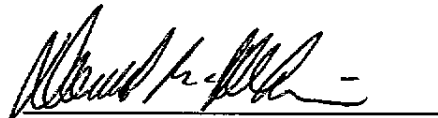
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 AM 11:02

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

SYMBION REALTY & DEVELOPMENT CORPORATION, desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named DONALD B. DELUCIA, located at 10187 El Caballo Court, Delray Beach, Florida, 33446, as its agent for service of process within this State.

ACKNOWLEDGEMENT BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office



Donald B. DeLucia
Registered Agent