

P970000 99976

THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

November 13, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002354447--4
-11/21/97--01092--012
*****70.00 *****70.00

RE: Wittels Surgical Institute Inc.
P3316916WIWIT

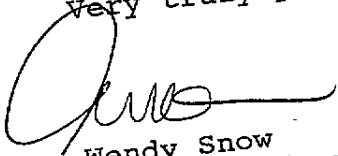
Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Wittels Surgical Institute Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,



Wendy Snow
Corporate Service Incorporator

enc.

FILED
97 NOV 21 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BB
11-24

ARTICLES OF INCORPORATION

OF

Wittels Surgical Institute Inc.

97 NOV 21 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be **Wittels Surgical Institute Inc.**

SECOND: The address of the initial registered office of the corporation is 200- A John Knox Road, Tallahassee, FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation 16400 NW 2nd Avenue, Suite 200, North Miami Beach, FL 33169.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors is as follows:

Neal P. Wittels M.D., 16400 NW 2nd Avenue,
Suite 200, North Miami Beach, FL 33169

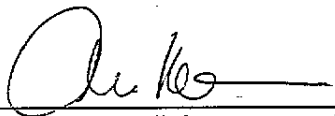
SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is a Close Corporation.

NINTH: . The name and address of the person who is to act as incorporator is as follows:

Alison Kochie c/o The Company Corporation
1313 N. Market Street
Wilmington, DE 19801

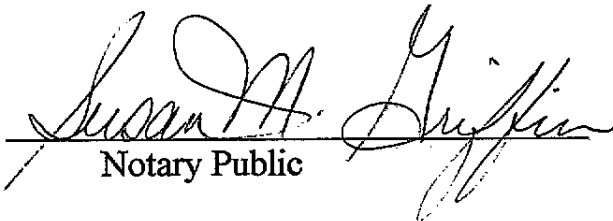
I, the undersigned, being all the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 13th day of November, 1997.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 13th day of November, by Alison Kochie.


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Alison Kochie, 1313 N. Market Street, Wilmington, DE 19801 (302) 575-0440.

97 NOV 21 PM 4:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA