

LAW OFFICES
ADLER, TOLAR & ADLER

1700 N.E. 26TH STREET, SUITE 4
FORT LAUDERDALE, FLORIDA 33305

JOHN N. TOLAR (1919-1978)
FRANK C. ADLER
KARL W. ADLER

TELEPHONE (305) 563-3237
FACSIMILE (305) 563-3237

January 23, 1998

Return To
IF I U ASAP

Attorneys Title Insurance Fund
Leon County Branch
660 East Jefferson Street #200
Tallahassee, Florida 32301

7000002410437--7
-01/23/98--01059--028
*****70.00 *****70.00

RE: Consultants In Surgical Management, Inc.
Articles of Incorporation

To Whom It May Concern:

I am with Adler, Tolar and Adler who maintains an account with your organization; i.e. Member No. 2702. I enclose herewith the following for filing with the Secretary of State:

1. Check payable to Secretary of State for filing fee \$70.00
2. Check payable to The Fund for services in filing said corporation - \$15.00.
3. Two original copies of the executed Articles of Incorporation and Acceptance of Resident Agent.
4. A stamped, self-addressed envelope for your return of same.

If you have any questions or concerns, please do not hesitate to contact the undersigned.

Very truly yours,


DIANA C. ROSS

encs - as noted

FILED
JAN 26 AM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Barbara- if you have confirmation
Can you fax it to me?
954/566-3239
Thanks
Diana
Tuesday
1/26

RECEIVED
JAN 23 PM 1:20
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

98 JAN 26 PM 2: 57

DIVISION OF CORPORATION

January 23, 1998

ATTORNEYS TITLE INSURANCE FUND
660 E JEFFERSON STREET #200
TALLAHASSEE, FL 32301

SUBJECT: CONSULTANTS IN SURGICAL MANAGEMENT, INC.
Ref. Number: W98000001696

We have received your document for CONSULTANTS IN SURGICAL MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

This is a newly formed corporation. Please delete the word AMENDED from the document. Also, the document must include the name and address of the incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 898A00004035

ARTICLES OF INCORPORATION
OF
CONSULTANTS IN SURGICAL MANAGEMENT, INC.

ARTICLE I.

NAME

The name of this corporation is
CONSULTANTS IN SURGICAL MANAGEMENT, INC.

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98 JAN 26 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address
of this corporation is:

935 Intracoastal Drive
Fort Lauderdale, Florida 33004

ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and the state of Florida.

ARTICLE V.

CAPITAL STOCK

This corporation shall be authorized to issue 100 Common Voting Stock.

<u>PAR VALUE</u>	<u>AUTHORIZED ISSUE</u>
\$1.00 per share	100 shares

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation is FRED HOWARD and the street address of the Registered Office is 935 IntraCoastal Drive, Ft. Lauderdale, Florida 33004. The Registered Agent, by his execution of these Articles of Incorporation, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of §607.0501, Florida Statutes.

The incorporator of these Articles of Incorporation is Fred Howard and his address is 935 Intracoastal Drive, Fort Lauderdale, Florida 33004.

ARTICLE VII.

BOARD OF DIRECTORS

This corporation now has one (1) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name of the existing directors of this corporation are:

1: FRED HOWARD

ARTICLE VIII.

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

ARTICLE IX.

AMENDMENT

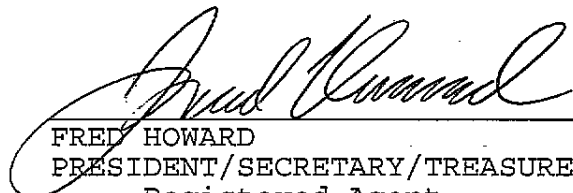
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

BYLAWS

The power to alter, amend, or repeal the initial Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders holding voting stock of the corporation.

IN WITNESS WHEREOF, the undersigned certifies the unanimous adoption of the foregoing Amended Articles of Incorporation by the Board of Directors and Stockholders of the corporation pursuant to provisions of the initial Articles of Incorporation and By-Laws, and execute these Amended Articles of Incorporation this 22nd day of January, 1998.


FRED HOWARD
PRESIDENT/SECRETARY/TREASURER/DIRECTOR
Registered Agent

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF AND PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.S.:

CONSULTANTS IN SURGICAL MANAGEMENT, INC., organized under the laws of the State of Florida, with its principal office at c/o A New You, 935 IntraCoastal Drive, Ft Lauderdale, Florida 33004, has named FRED HOWARD, located at 935 IntraCoastal Drive, Ft Lauderdale, Florida 33004 as its Agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

Name & Title


Address

FRED HOWARD - President/Secretary/Treasurer

935 IntraCoastal Drive
Ft Lauderdale, FL 33019

NEWLY APPOINTED DIRECTORS:

FRED HOWARD


FRED HOWARD
President/Secretary/Treasurer

I agree, as Registered Agent, to accept service of process; to keep office open during prescribed hours; to post my name in some conspicuous place in office as required by law.


FRED HOWARD
Registered Agent

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98 JAN 26 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA