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BASIC AMENDMENT

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MUSCULOSKELETAL AMBULATORY SURGERY CENTER, INC.

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G. Coulliette OCT 2 8 2004

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 27, 2004

MUSCULOSKELETAL AMBULATORY SURGERY CENTER, INC.
6015 POINTE W BLVD
SUITE 4400
BRADENTON, FL 34209

PLEASE GIVE ORIGINAL SUBMISSION DATE AS FILE DATE.

SUBJECT: MUSCULOSKELETAL AMBULATORY SURGERY CENTER, INC.
REF: P98000008468

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 245-6903.

Cheryl Coulliette
Document Specialist

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TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

MUSCULOSKELETAL AMBULATORY SURGERY CENTER, INC.

ITEM 1

Pursuant to Florida Statute Sections 607.1006 and 607.1007, MUSCULOSKELETAL AMBULATORY SURGERY CENTER, INC. (the "Corporation"), hereby amends and restates the Articles of Incorporation of the Corporation, as amended, to read in their entirety as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this Corporation is MUSCULOSKELETAL AMBULATORY SURGERY CENTER, INC.

ARTICLE II.

BUSINESS OF CORPORATION

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

To engage in every phase and aspect of owning or leasing and operating an ambulatory surgery center.

To engage in any activities, purposes and businesses permitted by law.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Amended and Restated Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding is Two Hundred (200) shares common stock having a par value of One ($1.00) Dollar per share.

ARTICLE IV.

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V.

ADDRESS

The street address of the initial principal office and the mailing address of this Corporation is 6015 Pointe West Boulevard, Bradenton, Florida 34209. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent of this Corporation shall be James Needham and the address of such registered agent is 6015 Pointe West Boulevard, Bradenton, Florida 34209.

ARTICLE VII.

DIRECTORS

This Corporation shall have three (3) voting Directors initially and one (1) ex-officio director that shall not have any voting powers or be counted for purposes of quorum requirements. The number of voting and ex-officio Directors may be increased or diminished from time to time, by bylaws or amended and restated bylaws, as may be amended and/or restated from time to time, adopted by the Stockholders, but shall never be less than three (3) voting directors.

ARTICLE VIII.

INCORPORATOR

The name and addresses of the incorporator is Arthur Valadie, M.D., at 6015 Pointe West Boulevard, Bradenton, Florida 34209.

ARTICLE IX.

SHAREHOLDER VOTING AND QUORUM REQUIREMENTS; SHAREHOLDER CALLS FOR SPECIAL MEETINGS OF THE SHAREHOLDERS

Shareholder voting and quorum requirements, including but not limited to electing Directors, shall be as set forth in the bylaws or amended and restated bylaws of the Corporation and/or any shareholders' agreement or amended and restated shareholders' agreement in effect among the Shareholders of the Corporation and the Corporation, as may be amended and/or restated from time to time.

ARTICLE X.

BOARD OF DIRECTORS

The composition of the Board of Directors of the Corporation, the election of directors to elected director positions, and directors' terms of office and manner of selection and removal, shall be set forth in the bylaws or amended and restated bylaws of the Corporation and/or any shareholders' agreement or amended and restated shareholders' agreement in effect among the Shareholders of the Corporation and the Corporation, as may be amended and/or restated from time to time.

ARTICLE XI. SHAREHOLDERS' AGREEMENT

The shareholders of this Corporation shall have the power to enter into a shareholders' agreement or amended and restated shareholders' agreement among the shareholders and the Corporation, as may be amended and/or restated from time to time, and include in any such agreement any provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders and any terms permitted by law.

ARTICLE XII.

AMENDMENT

These Amended and Restated Articles of Incorporation may only be amended with the approval of at least 2/3rds (approximately 67%) of the issued and outstanding shares of stock the Corporation.

ITEM 2

These Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Directors and the Shareholders of the Corporation on October 26, 2004.

ITEM 3

These Amended and Restated Articles of Incorporation of the Corporation shall be effective upon their filing with the Florida Department of State and shall supersede the original articles of incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer of the

Corporation has executed these Amended and Restated Articles of Incorporation on this 26 day of October 2004.

Gary Dunlap, M.D., President
Musculoskeletal Ambulatory Surgery Center, Inc.

STATE OF FLORIDA)
: SS
COUNTY OF Manatee)

Before me, a Notary Public authorized in the State of Florida and County set forth above, personally appeared Gary Dunlap, M.D., known to me and known by me to be the person, who, as an authorized officer, executed the foregoing Amended and Restated Articles of Incorporation of Musculoskeletal Ambulatory Surgery Center, Inc., a Florida corporation, and he acknowledged before me that he executed the same. He is personally known to me or has produced ________________ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th day of Oct, 2004.

Linda M Schutte
NOTARY PUBLIC

My Commission expires: Jul 20 2008

LINDA M SCHUTTE
Notary Public - State of Florida
My Commission Expires Jul 20, 2008
Commission # DD339493
Bonded By National Notary Assn.

Acceptance by Registered Agent

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES. THE UNDERSIGNED IS

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FAMILIAR WITH AND ACCEPTS THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF SAID CORPORATION.

DATED THIS 26 DAY OF OCTOBER, 2004.

James Needham

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CERTIFICATE

Musculoskeletal Ambulatory Surgery Center, Inc., through the action of the undersigned, the authorized officer of the Corporation, hereby certifies the following:

A. The name of the corporation is Musculoskeletal Ambulatory Surgery Center, Inc. (the "Corporation").

B. The Amended and Restated Articles of Incorporation of Musculoskeletal Ambulatory Surgery Center, Inc. contains amendments to the Corporation's Articles of Incorporation, as amended. Such amendments were unanimously approved and adopted on October 26, 2004 by the Board of Directors of the Corporation and the Shareholders of the Corporation.

C. The text of each Amendment is set forth in Articles I, II, III, IV, V, VI, VII, VIII, IX, X, XI and XII in the attached Amended and Restated Articles of Incorporation of Musculoskeletal Ambulatory Surgery Center, Inc.

D. The aforementioned amendments, and the Amended and Restated Articles of Incorporation of Musculoskeletal Ambulatory Surgery Center, Inc. in its entirely, are effective on the date filed with the Florida Secretary of State.

The undersigned, for purposes of certifying the information in the Amended and Restated Articles of Incorporation of October 26, 2004 and for purposes of meeting the requirements of Florida Statutes Section 607.1007(4), does hereby make and file this certification declaring and certifying that the facts stated herein are true.

Gary Dunlap, President
Musculoskeletal Ambulatory Surgery Center, Inc.

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