

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

1.)

MW Surgery Center, Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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98 MAR -5 AM 11:13
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MW SURGERY CENTER, INC.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is MW Surgery Center, Inc.

ARTICLE II

TERM OF EXISTENCE

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose for which this corporation is organized is to engage in any acts or activities for which a corporation may be organized under the laws of the United States of America and under Chapter 607 of the Florida Statutes.

ARTICLE IV

CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of One Cent (\$0.01) per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the board of directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be G. Brock Magruder, Sr. The street address of the initial registered office of this corporation is 1085 Park Avenue North, Winter Park, Florida 32789. The board of directors from time to time may move the registered office of the corporation to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

There shall be a board of directors for this corporation that shall consist of not less than one (1). Except the number constituting the initial board of directors, the number of directors shall be decided by the resolution of the shareholders.

ARTICLE VII

BOARD OF DIRECTORS

The name and address of the member of the initial board of directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal, or death is:

<u>Name</u>	<u>Street Address</u>
G. Brock Magruder, Sr.	1085 Park Avenue North Winter Park, Florida 32789

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator is G. Brock Magruder, Sr., 1085 Park Avenue North, Winter Park, Florida 32789.

ARTICLE IX

BYLAWS

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of shareholders.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

PRE-EMPTIVE RIGHTS

Every shareholder, upon sale of any new stock of this corporation, 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 that is offered to others.

ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended any time by a resolution adopted by a majority vote of the board of directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director at the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 4th day of March, 1998


G. BROCK MAGRUDER, SR.

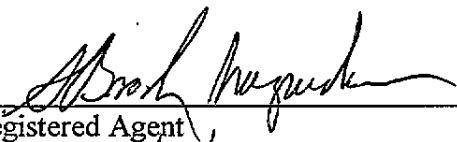
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

MW Surgery Center, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Winter Park, State of Florida, has named G. Brock Magruder, Sr., 1085 Park Avenue North, Winter Park, Florida 32789, as agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to 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.



Registered Agent

3/4/98

Date

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98 MAR -5 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA