

**CORPORATE
ACCESS,
INC.**

P98000098605

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

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X FILING Articles

1.) Commonwealth ASC, Inc.
(CORPORATE NAME & DOCUMENT #)

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**ARTICLES OF INCORPORATION
OF
COMMONWEALTH ASC, INC.**

THE UNDERSIGNED, acting as sole incorporator of COMMONWEALTH ASC, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is COMMONWEALTH ASC, INC.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 4965 Palm Avenue, Winter Park, Florida 32792. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 4965 Palm Avenue, Winter Park, Florida 32792.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 4965 Palm Avenue, Winter Park, Florida 32792, and the initial Registered Agent at such address is William G. Harger.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve

as initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors is elected and shall qualify are as follows:

Robert W. Meherg

1607 Barcelona Way
Winter Park, Florida 32789

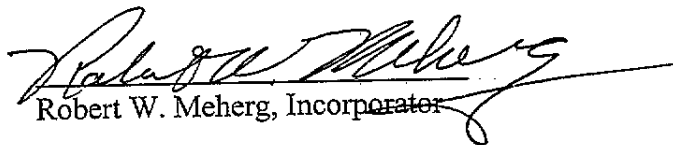
ARTICLE VII
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on November 16, 1998, or, if later, such time and date as is five business days prior to the date on which these Articles of Incorporation are filed by the Department of State.

ARTICLE VIII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Robert W. Meherg, 1607 Barcelona Way, Winter Park, Florida 32789.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 18th day of November, 1998.


Robert W. Meherg, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 18th day of November, 1998.



William G. Harger, Registered Agent

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