

GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 250

225 SOUTH ADAMS STREET

POST OFFICE BOX 11189

TALLAHASSEE, FL 32302-3189

TELEPHONE (850) 222-7717

FAX (850) 222-3494

J. CHARLES GRAY
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS, III
LEO P. ROCK, JR.
G. ROBERTSON DILG
CHARLES W. SELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGGARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. QUINN, JR.
DAVID L. SCHICK
JACK K. McMULLEN
SUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHRR
PHILIP F. NOHRR
WILLIAM G. BOLTIN, III
R. LEE BENNETT
TRACY A. MARSHALL
JOHN A. KIRST, JR.
WILBUR E. BREWTON
KENNETH J. PLANTE

MICHAEL E. WRIGHT
WILLIAM A. GRIMM
KENT L. HIPP
DONALD H. GIBSON
ALISON M. YURKO
THEODORE L. SHINKLE
JOHN M. BRENNAN
SCOTT W. SPRADLEY

KIMBERLY NOWORYTA SUNNER
BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
KELLY M. FITZGERALD
KELLY BREWTON PLANTE
J. SCOTT SIMS
CATHERINE M. PECK
LORI T. MILVAIN
MATTHEW S. SMITH
CHRISTINE A. NOWORYTA
W. CHRISTOPHER BROWDER
MARTHA H. MCINTOSH
LISA A. SPECHT
GREGORY W. MEIER
GREGORY W. GLASS

OF COUNSEL
MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
LILA INGATE MCHENRY
MICHAEL J. CANAN

March 10, 1999

P99000022197

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

400002800914--6
-03/10/99--01014--012
*****78.75 *****78.75

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of \$78.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the Articles of Incorporation for the following entity:

Ambulatory Endoscopy Center of Central Florida, Inc.

Please "date-stamp" the copy of this letter and call Ann Cotroneo at 222-7717, when the document is ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/amc
Enclosures
GHRCORP/GHR.52
Buchanan/8918-1

T. GALT MAR 10 1999

MELBOURNE
(407) 727-8100

ORLANDO
(407) 843-8880

TALLAHASSEE
(850) 222-7717

FILED
99 MAR 10 PM 4 09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
99 MAR 10 AM 11:17
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
AMBULATORY ENDOSCOPY CENTER OF CENTRAL FLORIDA, INC.**

ARTICLE I - NAME

The name of this corporation is AMBULATORY ENDOSCOPY CENTER OF CENTRAL FLORIDA, INC.

ARTICLE II - ADDRESS

The mailing address of the corporation is 515 West State Road 434, Suite 105, Longwood, Florida 32750.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

515 West State Road 434, Suite 105
Longwood, Florida 32751

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99 MAR 10 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the initial registered agent of this corporation at that address shall be:

O. Andrew Giles, M.D.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The name and address of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
O. Andrew Giles, M.D.	515 W. State Road 434, Ste. 105 Longwood, Florida 32751	Director President Treasurer
Anthony J. Coppola, M.D.	515 W. State Road 434, Suite 105 Longwood, Florida 32751	Director Secretary

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
O. Andrew Giles, M.D.	515 W. State Road 434, Suite 105 Longwood, Florida 32751

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

ARTICLE X - AMENDMENT

The provisions contained in these Articles of Incorporation, or any amendment hereto, may be amended or repealed by the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of February, 1999.

O. Andrew Giles

O. Andrew Giles, M.D.
Incorporator

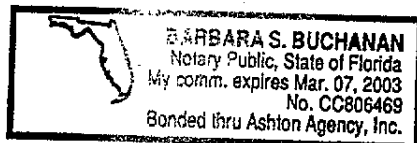
STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 25th day of February, 1999, by O. ANDREW GILES, M.D.

Barbara S. Buchanan
Signature of Notary Public

BARBARA S. BUCHANAN
(Print Notary Name)
My Commission Expires: 3/2/2003
Commission No.: CC 806469

AFFIX NOTARY STAMP

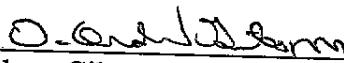


☒ Personally known, or
☒ Produced Identification
Type of Identification Produced:

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of
AMBULATORY ENDOSCOPY CENTER OF CENTRAL FLORIDA, INC., I hereby accept
and agree to act in this capacity.

Dated: February 25, 1999.



O. Andrew Giles, M.D.

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99 MAR 10 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA