

P99000027974



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 183390 81351A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : March 25, 1999

ORDER TIME : 4:54 PM

ORDER NO. : 183390-005

CUSTOMER NO: 81351A

900002819669--0

CUSTOMER: John P. Townsend, Esq
JOHN P. TOWNSEND, ESQ
JOHN P. TOWNSEND, ESQ

142 Eglin Parkway, Southeast
Ft. Walton Bch, FL 32548

DOMESTIC FILING

NAME: DESTIN SURGERY CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

J 3/26/99

FILED
CLERK OF STATE
99 MAR 25 PM 12:36
TALLAHASSEE, FLORIDA

99 MAR 26 AM 9:51
DIVISION OF CORPORATION

99 MAR 26 PM 12:36

ARTICLES OF INCORPORATION
OF
DESTIN SURGERY CENTER, INC.

The undersigned, for the purpose of becoming a corporation for profit under the laws of the State of Florida, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of this corporation will be DESTIN SURGERY CENTER, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose of this corporation is to engage in the provision of space and equipment for the provision of services normally associated with a surgery center, and to do all things which a corporation is legally empowered to do under the laws of the State of Florida.

ARTICLE IV

NUMBER: The aggregate number of shares of stock that the Corporation shall have the authority to issue is 7500 shares of Capital Stock with a par value of \$1.00 per share.

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

DIVIDENDS: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

NO CLASSES OF STOCK: The shares of the Corporation are not to be divided into classes.

NO SHARES IN SERIES: The Corporation is not authorized to issue shares in series.

ARTICLE V

The initial street address in Florida of the principal office of the Corporation is 151 Regions Parkway, Suite D, Destin, Florida 32541.

ARTICLE VI

The number of directors constituting the initial Board of Directors is one, whose name and address is as follows:

NAME	ADDRESS	CITY & STATE
WILLIAM R. BURDEN	P.O. Box 909	Destin, Florida 32540

The initial Board of Directors shall serve until the first annual meeting of shareholders or until their successors have been elected.

ARTICLE VII

The name and address of the initial incorporator is as follows:

NAME	STREET	CITY & STATE
John P. Townsend	142 Eglin Pkwy SE	Ft. Walton Beach, FL

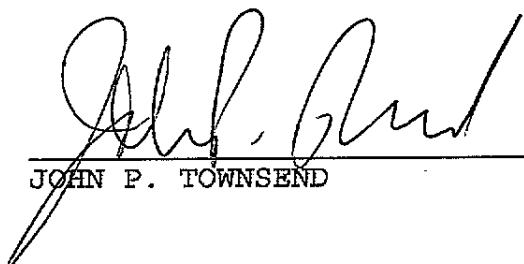
ARTICLE VIII

The shareholders shall have the power to amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, by a majority vote of the holders of the common stock.

ARTICLE IX

The shareholders shall have the power to adopt the by-laws for the corporation by the affirmative vote of fifty-one (51%) percent of all shareholders of the Corporation. The by-laws may be altered, amended, or repealed in whole or in part(s), from time to time at any regular or special meeting of the Corporation, provided notice of the proposed changes is given to each shareholder at least ten (10) days prior to the meeting, along with a notice of such regular or special meeting. Waiver of the ten (10) day notice may be effected at any duly constituted meeting by a two-thirds vote of all the shareholders. The affirmative vote of fifty-one (51%) percent of all shareholders will be required to effect any alteration, amendment, or repeal of the by-laws.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Fort Walton Beach, Florida, on the 23rd day of March, 1999.



JOHN P. TOWNSEND

STATE OF FLORIDA

COUNTY OF OKALOOSA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

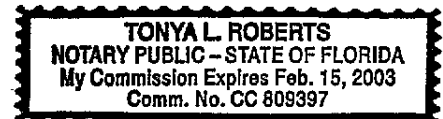
99 MAR 26 PM 12:36

BEFORE ME, the undersigned authority, personally appeared JOHN P. TOWNSEND, who is known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Fort Walton Beach, Florida, in said County and State this 23rd day of March, 1999.


NOTARY PUBLIC
My Commission Expires: _____

OATH OF REGISTERED AGENT



STATE OF FLORIDA

COUNTY OF OKALOOSA

I, JOHN P. TOWNSEND, having been named to accept service of process for DESTIN SURGERY CENTER, INC., at 142 Eglin Parkway SE, Fort Walton Beach, Florida 32548, hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


JOHN P. TOWNSEND - Registered Agent

STATE OF FLORIDA


COUNTY OF OKALOOSA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 26 PM 12:37

BEFORE ME, the undersigned authority, personally appeared, JOHN P. TOWNSEND, who is known to be the person described in and who subscribed the above as Registered Agent, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Fort Walton Beach, Florida, in said County and State this 23rd day of March, 1999.


NOTARY PUBLIC

My Commission Expires: _____

TONYA L. ROBERTS
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires Feb. 15, 2003
Comm. No. CC 809397

Jan99\Burden.DSC