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BRANNEN, STILLWELL & PERRIN, P.A.

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*OF COUNSEL
**BOARD CERTIFIED IN REAL ESTATE

December 1, 1999

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BANK OF INVERNESS BLDG.
320 HIGHWAY 41 SOUTH
INVERNESS, FLORIDA 34450

Mailing Address:
POST OFFICE BOX 250
INVERNESS, FLORIDA 34451-0250

VIA FEDERAL EXPRESS

State of Florida, Department of State
The Capitol
Post Office Box 6327
Tallahassee, FL 32314

Attn: Division of Corporations

Re: Inverness Surgical Association, P.A.

Gentlemen:

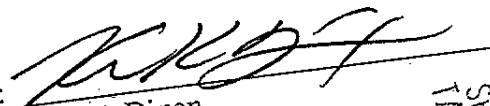
Enclosed please find the original and one copy of the Articles of Incorporation for Inverness Surgical Association, P.A. along with the appropriate filing fee. We would appreciate your providing certification of filing.

While conducting your name search, if you come across a corporation name too similar, we would kindly ask that you insert or change the name on the enclosed Articles of Incorporation to INVERNESS SURGICAL ASSOCIATES AND WOUND CARE CENTER, P.A.

Please feel free to call if you have any questions or concerns.

Very truly yours,

BRANNEN, STILLWELL & PERRIN, P.A.

By: 
Kevin K. Dixon

KKD/lh

encl.

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99 DEC-2 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION
OF
INVERNESS SURGICAL ASSOCIATION, P. A.

The undersigned natural persons, who are licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, hereby associates themselves in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is INVERNESS SURGICAL ASSOCIATION, P.A. with its principal office address being located at 403 West Highland Boulevard, Inverness, Florida 34452.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the following purposes:

1. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
2. To promote medical, surgical and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts and engage in any lawful business necessary for the rendering of such professional services.
3. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand shares (1,000) of one dollar (\$1.00) par value common stock, which shall be designated as "common shares."

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 403 West Highland Boulevard, Inverness, FL 34452 and the name of the initial registered agent of this corporation is Thomas E. Hendrick, M.D.

ARTICLE VI
MANAGEMENT BY SHAREHOLDERS

The shareholders, subject to any specific written limitations or restrictions imposed by law or by these Articles of Incorporation shall direct the carrying out of the purposes and exercise the powers of the corporation. The affairs and business of this corporation shall be managed and its corporate powers exercised by its shareholders.

ARTICLE VII
SUBSCRIBERS

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

Thomas E. Hendrick, M. D.
403 West Highland Boulevard
Inverness, FL 34452

ARTICLE VII
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX
DISSOLUTION

The corporation may be dissolved at any time (1) by a unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least 75% of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportions to the number of shares held by the shareholder.

Thomas E. Hendrick
THOMAS E. HENDRICK, M.D.

Sydney B. Eckhardt
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for INVERNESS SURGICAL ASSOCIATION, P.A. at the place designated in these Articles, I 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.

DATED: December 1st, 1999.


THOMAS E. HENDRICK, M.D.

FILED
99 DEC -2 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA