



THE UNITED STATES
CORPORATION
COMPANY

K17537

ACCOUNT NO. : 072100000032

REFERENCE : 347105 5011226

AUTHORIZATION :

COST LIMIT :

\$ 8 Patricia Piquit

ORDER DATE : April 29, 1997

300002167953--2

ORDER TIME : 9:45 AM

ORDER NO. : 347105-010

CUSTOMER NO: 5011226

Got new #
per C.C.

500002158745--1

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

Tracking
won't
work

DOMESTIC AMENDMENT FILING

NAME: THE JOSEPH L. RILEY ANESTHESIA
ASSOCIATES, P.A.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

K. Gibson updated
in error + deleted
event

5/6

Amended
& Restated
C.C.

FILED
97 APR 29 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission date as file date

April 29, 1997

CSC
ANDREA
TALLAHASSEE, FL

SUBJECT: THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A.
Ref. Number: K17537

We have received your document for THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The document states in "ARTICLE THIRD" that the Amended and Restated Articles of Incorporation shall be considered to be effective from the original date of incorporation. This statement must be removed, the amended and restated articles will be considered effective on the date of filing with this office unless a future (up to 90 days) effective date is specified.

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 397A00022272

RECEIVED
97 MAY -6 AM 10:59
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A.**

FILED
97 APR 29 PM 4:11
SECRETARY OF STATE
PALM BEACH, FLORIDA

THE UNDERSIGNED, Kevin P. Thoni, M.D., President of THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation, pursuant to Florida Statutes Section 607.1007:

ARTICLE FIRST: The name of the Corporation is THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A.

ARTICLE SECOND: The amendments to the Articles of Incorporation of the Corporation reflected herein were duly adopted by the shareholders of the corporation by unanimous written consent, executed on December 20, 1996, in accordance with Sections 607.0704 and 607.0821 of the Florida General Corporation Act.

ARTICLE THIRD: The Amended and Restated Articles of Incorporation shall, upon the filing thereof with the Florida Department of State, supersede the original Articles of Incorporation filed on March 3, 1988, and effective as of February 25, 1988.

ARTICLE FOURTH: The Amended and Restated Articles of Incorporation shall provide as follows:

ARTICLE I - NAME

The name of the corporation shall be THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A.

ARTICLE II - ADDRESS

The mailing address of the corporation is Post Office Box 940924, Maitland, Florida 32794-0924.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing on February 25, 1988.

ARTICLE IV - PURPOSE

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE V - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To negotiate with provider or recipient organizations for the delivery of anesthesia services.

C. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or to otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws or any Stock Purchase Agreement adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

D. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, or (3) other retirement or incentive compensation plan.

ARTICLE VI - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VII - REGISTERED OFFICE AND AGENT

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

201 East Pine Street, Suite 1200
Orlando, FL 32801

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

Richard M. Robinson

ARTICLE VIII - SHAREHOLDERS

A. The right of any person to hold shares in this Corporation shall be dependent upon his having an employment or independent contractor relationship with the Corporation or his active participation in any capacity in the production of the income of the Corporation.

B. Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida, and who are members of the Anesthesiology Department of the Medical Staff of Florida Hospital. No shareholder of this Corporation may sell or transfer his shares of stock therein except to the corporation or to another individual who is eligible to be a shareholder of this Corporation. No Shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

C. Except as otherwise provided by law, by these Articles of Incorporation, by the Bylaws of this Corporation, by contract, or by any agreement between the shareholders and the Corporation, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders (other than a meeting for the election of directors and for the election of the President and Vice President). When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series.

If a quorum is present, the affirmative vote of the majority of the shares (other than a meeting for the election of directors and for the election of the President and Vice President) represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law, by these Articles of Incorporation, by the Bylaws of this Corporation, by contract, or by any agreement between the shareholders and the Corporation.

After a quorum has been established at a shareholders' meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

D. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. A shareholder, not represented

in person or by proxy, shall not be entitled to vote on the matters submitted to a vote at a meeting of the shareholders, unless otherwise provided by the Bylaws of this Corporation. Shareholders are only permitted to vote in person or by proxy, unless otherwise provided by the Bylaws of this Corporation. No other form of vote shall be taken including, but not limited to, teleconference calls, facsimiles or electronic or computer mail, unless otherwise provided by the Bylaws of this Corporation. Provided, however, a Written Action in Lieu of a Meeting may be utilized for these purposes as provided in the Bylaws of this Corporation.

Treasury shares shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, unless otherwise provided by the Bylaws of this Corporation, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote. A quorum shall not be utilized for purposes of electing directors and the President and Vice President. Said election shall be by written ballot and all ballots shall be sealed. The votes will be counted by a representative of the accounting firm retained by the Corporation at the time of the election.

Nominations for vacancies arising in the Board of Directors for the upcoming January shall be taken at a special meeting called for that purpose in accordance with the Bylaws of this Corporation in September of each year. Provided, however, a Written Action in Lieu of a Special Meeting may be utilized for these purposes as provided in the Bylaws of this Corporation. An individual must have at least three (3) nominations to be placed on the ballot. Each nomination must be in writing and must be signed by the shareholder making the nomination.

At the first session of the annual meeting of the shareholders in October, the shareholders shall elect directors to fill the vacancies arising in the Board of Directors for the upcoming January from the individuals nominated at the previous special meeting in September. If the number of nominees receiving at least three (3) votes equals the number of vacancies, the vacancies will be filled by the nominees. If the number of nominees exceed the number of vacancies, the vacancies will be filled by any nominee who receives a majority vote of the shareholders.

If the number of nominees who receive at least a majority vote exceed the number of vacancies, then the vacancies will be filled by such of those nominees who receive the most votes. If any number of nominees who receive at least a majority vote are tied, then the Secretary, or any member of the current Board of Directors designated by the President, shall type the names of the nominees tied onto pieces of paper of the same size and consistency, the Vice President, or any member of the current Board of Directors designated

by the President, shall place the names of those individuals into a container made of black plastic, and the President shall draw a name from the container. The individual whose name is drawn by the President shall be eliminated. The President shall continue to draw names in this fashion and the names drawn shall be eliminated until the number of nominees who were previously tied equals the number of vacancies.

If no nominee receives a majority vote, the nominee receiving the lowest votes shall be eliminated, the votes shall be recast and any nominee who receives a majority vote of the shareholders shall fill the vacancies. If no nominee receives a majority vote when the votes are recast, the nominee receiving the lowest votes shall be eliminated and the votes shall be recast repeating this procedure until any nominee receives a majority vote of the shareholders or there is only a number of nominees left equal to the number of vacancies. If at any time during this procedure there is more than one nominee who receives the lowest votes (i.e. the lowest vote receivers tie), then the Secretary, or any member of the current Board of Directors designated by the President, shall type the names of the individuals tied onto pieces of paper of the same size and consistency, the Vice President, or any member of the current Board of Directors designated by the President, shall place the names of those individuals into a container made of black plastic and the President shall draw a name from the container. The individual whose name is drawn by the President shall be eliminated.

For example, assume that there are twenty-eight (28) shareholders, that three (3) vacancies (i.e. Vacancies One, Two and Three) will be arising in the Board of Directors for the upcoming January, that six (6) individuals (A through F) receive at least three (3) nominations and are nominated to fill the vacancies and that the votes for Vacancies One, Two and Three are cast as follows:

Nominees	A	B	C	D	E	F
Votes	14	13	14	11	11	11

In this example, no one nominated received a majority vote, D, E and F received the lowest votes and are tied.

In this case, the Secretary, or any member of the current Board of Directors designated by the President, shall type the names of individuals D, E and F onto pieces of paper of the same size and consistency, the Vice President, or any member of the current Board of Directors designated by the President, shall place the names of individuals D, E and F into a container made of black plastic and the President shall draw a name from the container. The individual whose name is drawn by the President shall be eliminated. Assume for purposes of this example, individual D's name is drawn. Individual D shall be eliminated.

After the elimination of D, the votes are recast and the results are as follows:

Nominees	A	B	C	E	F
Votes	15	16	12	11	12

Vacancies One and Two will be filled by individuals A and B because they each received a majority vote of the shareholders. This leaves Vacancy Three to be filled by either C, E or F. The votes for vacancy three are recast and the results are as follows:

Nominees	C	E	F
Votes	20	12	13

Vacancy Three will be filled by individual C because C received a majority vote of the shareholders. If C, E and F had tied, the Secretary, or any member of the current Board of Directors designated by the President, would have typed the names of individuals C, E and F onto pieces of paper of the same size and consistency, the Vice President, or any member of the current Board of Directors designated by the President, would have placed the names of individuals C, E and F into a container made of black plastic and the President would have drawn a name from the container. The individual whose name was drawn by the President would have to be eliminated and the votes would be recast to fill vacancy three.

ARTICLE VIX - SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders shall be held when directed by the President or the Board of Directors, or when requested in writing by the holders of not less than thirty percent of all the shares entitled to vote at the meeting. A meeting requested by shareholders shall be called for a date not less than ten nor more than sixty days after the request is made, unless the shareholders requesting the meeting designate a later date. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors, or shareholders requesting the meeting shall designate another person to do so.

ARTICLE X - BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have seven (7) directors who shall be shareholders of this Corporation. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and addresses of the directors and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Kevin P. Thoni, M.D.	341 N. Maitland Ave., Ste. 330 Maitland, FL 32794-0924	Director/ President
Mark E. Honska, M.D.	341 N. Maitland Ave., Ste. 330 Maitland, FL 32794-0924	Director/ Vice President
Thomas J. Arcario, M.D.	341 N. Maitland Ave., Ste. 330 Maitland, FL 32794-0924	Director/ Secretary
Christopher E. Dobson, II, M.D.	341 N. Maitland Ave., Ste. 330 Maitland, FL 32794-0924	Director/ Treasurer
Joseph A. Gallo, Jr., M.D.	341 N. Maitland Ave., Ste. 330 Maitland, FL 32794-0924	Director
B. Greg Foley, M.D.	341 N. Maitland Ave., Ste. 330 Maitland, FL 32794-0924	Director
David P. Hartson, M.D.	341 N. Maitland Ave., Ste. 330 Maitland, FL 32794-0924	Director

C. At the first session of each annual meeting of shareholders, the shareholders shall elect directors in accordance with the Bylaws of this Corporation and Article VIII, Section D, hereof, to fill the positions arising in the Board of Directors by reason of the expiration of a director's term. Directors elected shall assume their positions as such on the January 1 immediately following their election. Each director shall hold office for the term of two (2) years and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death. Notwithstanding the preceding sentence, each President of the Corporation, so long as he remains a shareholder of the Corporation following his service as President, shall serve as a director of the Corporation for the term of one (1) year immediately following his term as President of the Corporation and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death. Any officer or director who ceases to be a shareholder of the Corporation for any reason shall cease to be an officer and/or director.

D. Any vacancy occurring in the Board of Directors for reasons other than the expiration of a director's term, including any vacancy created by reason of an increase in the number of directors or by a director ceasing to be a shareholder, shall be filled by shareholder vote in accordance with the Bylaws of this Corporation and Article VIII, Section D, hereof, at a special meeting of the shareholders called for that purpose. A director elected to fill a vacancy in accordance with this paragraph shall hold office only until the next election of directors by the shareholders.

E. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of at least a majority of the outstanding shares of the Corporation.

F. The officers of this Corporation shall be shareholders of this Corporation and shall consist of a President, a Vice President, a Secretary and a Treasurer. The President and Vice President shall be elected by the shareholders at the second session of the annual meeting of the shareholders, unless the President calls a Special Meeting of the Shareholders for this purpose to be held at a later date. The shareholders shall elect the President and Vice President from the directors elected by the shareholders at the first session of the annual meeting of the shareholders and from the directors whose terms are not due to expire on the upcoming December 31. Said election shall follow the same principles as those set forth in the Bylaws of this Corporation regarding the election of Directors. The Secretary and Treasurer shall be elected by the directors who were elected by the shareholders at the first session of the annual meeting of the shareholders and the directors whose terms are not due to expire on the upcoming December 31, at a meeting of those directors held for that purpose immediately following the second session of the annual meeting of the current Board of Directors, unless the President calls another Meeting of those Board of Directors for this purpose to be held at a later date. The officers shall be elected to serve for a term of one year beginning on the January 1 immediately following their election. Such other officers and assistant officers and agents as may be deemed necessary also may be elected or appointed by the Board of Directors from time to time to serve for terms designated by the Board of Directors.

G. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby.

Any officer or agent elected by the shareholders may be removed only by vote of a majority of the outstanding shares of the Corporation, unless a majority of the outstanding shares of the Corporation shall have authorized the directors to remove such officer or agent. Any vacancy, however occurring, in any office other than the office of President and Vice President may be filled by a vote of the Board of Directors. Any vacancy occurring in the office of President or Vice President may be filled only by a vote of the shareholders taken in accordance with the Bylaws of this Corporation.

Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE XII - DISQUALIFICATION OF SHAREHOLDER, OFFICER, EMPLOYEE

If any officer, shareholder, agent, independent contractor or employee of this Corporation, who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment or engagement that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment or engagement with, and financial interests in, this Corporation, Professional Data Management, Inc. and JLR Properties, Inc.

ARTICLE XIII - INCORPORATOR

The name and address of the person who was the initial subscriber and who signed the original Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
James L. Riley, M.D.	341 N. Maitland Ave., Ste. 330 Maitland, FL 32751

James L. Riley, M.D. is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE XIV - BY-LAWS

The Bylaws of this Corporation may be repealed or amended, and new Bylaws may be adopted, only by a vote of a majority of the outstanding shares of this Corporation.

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended only by a vote of a majority of the outstanding shares of this Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto executed these Amended and Restated Articles of Incorporation this 20 day of DEC., 1996.

THE JOSEPH L. RILEY ANESTHESIA
ASSOCIATES, P.A.

By: [Signature]

Kevin P. Thoni, M.D., President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20 day of DEC., 1996, by Kevin P. Thoni, M.D., as President of THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A., a Florida corporation, on behalf of the corporation.

[Signature]
Signature of Notary Public

AFFIX NOTARY STAMP

(Print Notary Name) LYNETTE L. BLOCK
My Commission CC332364
Expires Dec. 03, 1997
Commission No. 600-422-1555
Bonds by HAI

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

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A., I hereby accept and agree to act in this capacity.



Richard M. Robinson

bsb/viley/jlr.amd