

Division of Corporations

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Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION****Sonadora Anesthesia PA**

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**ARTICLES OF INCORPORATION  
OF  
SONADORA ANESTHESIA, P.A.**

The undersigned, a medical doctor duly licensed to render professional services as such in the State of Florida, for the purpose of forming a professional corporation under the Professional Service Corporation and Limited Liability Act, Chapter 621, Florida Statutes (the "Act"), adopts the following Articles of Incorporation:

**Article I  
Name**

The name of this corporation shall be SONADORA ANESTHESIA, P.A.

**Article II  
Principal Office and Mailing Address**

The principal office and mailing address of this corporation shall be 1804 Wind Ridge Court, Fleming Island, Florida 32003.

**Article III  
Capital Stock**

**Section 3.1. Capital Stock.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$0.10 per share. Shares of the corporation's common stock shall be issued only to professional corporations (as defined in the Act), to professional limited liability companies (as defined in the Act), and to individuals who are duly licensed to render services as medical doctors under the laws of the State of Florida. If any shareholder, officer, agent, 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 that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, this corporation forthwith.

**Section 3.2. Restriction on Transfer of Stock.** The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit; provided, however, that no shareholder of the corporation may sell or transfer his or her shares in such corporation except 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 other agreement vesting

Michael J. Ivan, Jr., Esquire  
Brennan, Manna & Diamond, P.L.  
800 West Monroe Street  
Jacksonville, FL 32202  
Telephone: (904) 366-1500

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another person with the authority to exercise his or her voting powers of any or all of his or her stock.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote with respect to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

**Article IV**  
**Initial Registered Agent and Address**

The name and street address of the initial registered agent of this corporation are:

Michael J. Ivan, Jr., Esq.  
800 West Monroe Street  
Jacksonville, Florida 32202

**Article V**  
**Incorporator**

The name and street address of the incorporator of this corporation are:

Carla J. Pardo, MD  
1804 Wind Ridge Court  
Fleming Island, Florida 32003

**Article VI**  
**Effective Date; Duration**

Section 6.1. Effective Date. Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

Section 6.2. Duration. This corporation shall exist perpetually.

**Article VII**  
**Purposes**

This corporation is organized for the purpose of rendering "professional services" within the meaning of the Act, in the practice of general medicine, through its shareholders, officers, employees and agents who are duly licensed to practice general medicine in the State of Florida; to have and exercise all powers conferred by the Act and the laws of the State of Florida upon professional corporations; and to do any and all things authorized by this Article to the same extent as a natural person might or could do.

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**Article VIII**  
**Directors and Officers**

**Section 8.1. Number.** This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

**Section 8.2. Initial Directors and Officers.** The names and street addresses of the initial director and officers of the corporation, and the offices held by such officer, are:

Carla J. Pardo, MD  
1804 Wind Ridge Court  
Fleming Island, Florida 32003

Director, President, Secretary  
and Treasurer

Reynaldo Pardo, MD  
1804 Wind Ridge Court  
Fleming Island, Florida 32003

Vice President

**Section 8.3. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

**Section 8.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**Article IX**  
**Bylaws**


The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article X**  
**Amendment**

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

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IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 16th day of October, 2014.

  
\_\_\_\_\_  
CARLA J. PARDO, MD, Incorporator

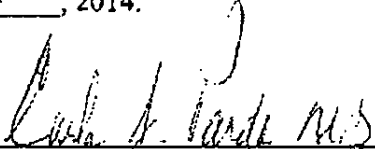
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

SONADORA ANESTHESIA, P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates Michael J. Ivan, Jr., Esq. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 800 West Monroe Street, Jacksonville, Florida 32202.

DATED this 16th day of October, 2014.

  
CARLA J. PARDO, MD, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 16th day of October, 2014.

  
MICHAEL J. IVAN, JR., ESQ.,  
Registered Agent