

P95000023747

March 17, 1995

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-03/23/95--01075--001
++++70.00 +++++70.00

SUBJECT: SURGICAL ANESTHESIA SERVICES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 \$78.75 \$122.50 \$131.25

FROM:

TERRY SCHREIBER
(Name)

52 PHILLIPS AVENUE
(Address)

PONTE VEDRA BEACH, FLORIDA 32082
(City, State & Zip)

(904) 273-6864
(Daytime Telephone Number)

FILED
1995 MAR 23 21 8 50
TALLAHASSEE, FLORIDA

R94-5095
3/24/95
P95-23747

ARTICLES OF INCORPORATION
OF
SURGICAL ANESTHESIA SERVICES, INC.

FILED
1953 MAR 23 PM 8 50
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is **SURGICAL ANESTHESIA SERVICES, INC.** The principal office address and the mailing address of said Corporation is **52 PHILLIPS AVENUE, PONTE VEDRA BEACH, FLORIDA 32082.**

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

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, as now exists or may hereafter be amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7500 shares of no par value stock which shall be designated as "Common Stock".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 52 PHILLIPS AVENUE, PONTE VEDRA BEACH, FLORIDA 32082 and the name of the initial registered agent of this corporation at that address is TERRY SCHREIBER.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The Board of Directors shall be appointed by the Corporation's shareholders. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation is:

**TERRY SCHREIBER
52 PHILLIPS AVENUE
PONTE VEDRA BEACH, FLORIDA 32082**

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator signing these articles is: TERRY SCHREIBER, 52 PHILLIPS AVENUE, PONTE VEDRA BEACH, FLORIDA 32082.

ARTICLE IX

INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

STATE OF FLORIDA


COUNTY OF DUVAL



TERRY SCHREIBER
Incorporator

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared TERRY SCHREIBER, who produced His driver license as identification, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 17 day of March, 1995.



NOTARY PUBLIC IN AND FOR THE
STATE OF FLORIDA.



FILED
MAR 23 11 38 AM '91
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.001 and 607.034, Florida Statutes, the following is submitted:

FIRST, that **SURGICAL ANESTHESIA SERVICES, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at 52 PHILLIPS AVENUE, PONTE VEDRA BEACH, FLORIDA 32082 has named **TERRY SCHREIBER** as its agent to accept service or process within Florida. Dated this 17 day of March, 1995.



TERRY SCHREIBER
Director

SECOND, that having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



TERRY SCHREIBER
Registered Agent