

098000022169



ACCOUNT NO. : 072100000032  
REFERENCE : 733180 4369500  
AUTHORIZATION : *Patricia Pignatelli*  
COST LIMIT : \$ 122.50

ORDER DATE : March 9, 1998  
ORDER TIME : 11:19 AM  
ORDER NO. : 733180-005  
CUSTOMER NO: 4369500  
CUSTOMER: Ms. Marcia Hoffman  
MCDERMOTT, WILL & EMERY  
201 South Biscayne Boulevard  
22nd Floor  
Miami, FL 33131-4335

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -9 AM 9:31

DOMESTIC FILING

NAME: BOCA RATON ANESTHESIA GROUP,  
P.A.

000002450530--7

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: Christopher Smith  
EXAMINER'S INITIALS:

*Letl-  
W98-5195*

RECEIVED  
98 MAR -9 PM 12:11  
DIVISION OF CORPORATIONS  
*[Signature]*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -9 AM 9:31

March 9, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: BOCA RATON ANESTHESIA GROUP, P.A.  
Ref. Number: W98000005195

We have received your document for BOCA RATON ANESTHESIA GROUP, P.A. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 698A00012705

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
BOCA RATON ANESTHESIA GROUP, P.A.**

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DIVISION OF CORPORATIONS  
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**ARTICLE I - CORPORATE NAME**

The name of this Corporation shall be:

BOCA RATON ANESTHESIA GROUP, P.A.

**ARTICLE II - NATURE OF CORPORATE BUSINESS**

This Corporation, through its officers and employees, shall be authorized to engage in the provision of medical services pursuant to the licenses which such officers and employees have obtained from the State of Florida; to engage in any activities which will facilitate and promote the provision of such medical services through the Corporation's officers and employees; to invest the Corporation's funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Florida Statutes Section 621.08 of the Professional Service Corporation Act; and to purchase and own real and personal property necessary for the rendering of medical services. This Corporation shall not be authorized to engage in any business other than the provision of medical services.

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock, having a par value of One Dollar (\$1.00) per

share. The consideration to be paid for each share of stock shall be fixed by the board of directors of the Corporation.

**ARTICLE IV - INITIAL REGISTERED AGENT  
AND INITIAL REGISTERED OFFICE**

This Corporation's initial registered agent and registered office in the State of Florida shall be:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

**ARTICLE V - BOARD OF DIRECTORS**

The number of directors may be altered from time to time by bylaws adopted by the shareholders of the Corporation. However, this Corporation shall have no less than one (1) director at any time. The initial director of this Corporation shall be Steven R. Milstein, M.D.

**ARTICLE VI - INCORPORATOR**

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Ira J. Coleman, Esq.	McDermott, Will & Emery Miami Center, 22nd Floor 201 South Biscayne Boulevard Miami, Florida 33131-4336

**ARTICLE VII - INCORPORATION OF PROVISIONS OF  
PROFESSIONAL SERVICE CORPORATION ACT**

This Corporation is intended to be a professional service corporation within the meaning of the Professional Service

Corporation Act, and accordingly, the Corporation, its officers, directors and shareholders, shall be subject to all of the sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of this Corporation and its officers, directors and shareholders, as stated in Chapter 621, Florida Statutes.

**ARTICLE VIII - INDEMNIFICATION**

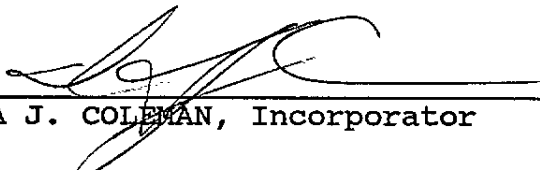
This Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by applicable law.

**ARTICLE IX - MAILING ADDRESS AND PRINCIPAL OFFICE**

The initial mailing address and principal office of this Corporation shall be:

40 N.E. 2nd Avenue  
Deerfield Beach, Florida 33441  
Attention: Steven R. Milstein, M.D.

THE UNDERSIGNED incorporator, for the purpose of forming a professional service corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated above are true.

  
\_\_\_\_\_  
IRA J. COLEMAN, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING PROFESSIONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS OR HER DUTIES.

DATED THIS 9 DAY OF March, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Registered Agent

**Karen B. Rozar, As Its Agent**

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