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CUNNINGHAM, ALBRITTON, MILLER, HEFFERNAN,
CRIMELLA, HAMILTON & WOLFE, LLP

2975 OVERSEAS HIGHWAY
P.O. Box 500938
MARATHON, FLORIDA 33050-0938

RALPH E. CUNNINGHAM, JR., RETIRED
LAWRENCE E. ALBRITTON
ROBERT K. MILLER*
WILLIAM J. HEFFERNAN, JR.
MICHAEL L. CRIMELLA
SHARON I. HAMILTON
JOHN J. WOLFE**

TELEPHONE: (305) 743-9427
FAX: (305) 743-8800
REAL ESTATE FAX: (305) 743-7489
E-MAIL: cunninghamlaw@reefnet.com

*ALSO ADMITTED IN NEW YORK
**ALSO ADMITTED IN TEXAS

March 13, 1998

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

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RE: LAKE CITY ANESTHESIA & PAIN
MANAGEMENT ASSOCIATES, P.A.
Our File No. 98-M-16

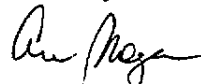
Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Ann Morgan
Secretary to
Robert K. Miller

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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/am
Enclosures

mc 3/17/98

ARTICLES OF INCORPORATION

LAKE CITY ANESTHESIA & PAIN MANAGEMENT ASSOCIATES, P.A.

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

**I
NAME OF CORPORATION, PRINCIPAL OFFICE and MAILING ADDRESS**

The name of this corporation shall be:
LAKE CITY ANESTHESIA & PAIN MANAGEMENT ASSOCIATES, P.A.

The principal office of this corporation shall be:
5701 Overseas Highway, Suite 4, Marathon, FL 33050

The mailing address of this corporation shall be:
P. O. Box 5054490, Marathon, FL 33050

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**II
PURPOSES**

The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by physicians.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**III
CAPITAL STOCK**

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at One Dollar (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**IV
DURATION**

The corporation shall have perpetual existence.

**V
REGISTERED AGENT**

The address of this corporation's initial registered office is 2975 Overseas Highway, Marathon, Florida and the name of its initial registered agent at said address is Robert K. Miller, Esquire

**VI
INCORPORATOR**

The name and address of the Incorporator is as follows:

CLORINDA ROBLES
5701 Overseas Highway, Suite 4
Marathon, FL 33050

**VII
BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of 1 person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation are:

MARK W. HALTERMAN, M. D. 5701 Overseas Highway, Suite 4, Marathon, FL

VIII
INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that place restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X
INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

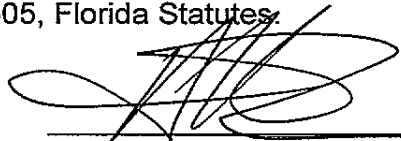
XII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 12 day of March, 1998.


CLORINDA MARIA ROBLES, M.D.

Having been named as registered agent for the above-stated corporation, I hereby 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Registered Agent

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TALLAHASSEE, FLORIDA