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ANESTHESIA ASSOCIATES OF GREATER MIAMI, P.A.

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SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

ANESTHESIA ASSOCIATES OF GREATER MIAMI, P.A.

These Second Amended and Restated Articles of Incorporation of Anesthesia Associates of Greater Miami, P.A. (the "Corporation"), originally filed on September 1, 1966, Document No. 600008, were duly adopted by all of the Shareholders and the Board of Directors of this Corporation on April 1, 2007. Such Second Amended and Restated Articles of Incorporation supercede the original Articles of Incorporation of the Corporation and all amendments to the Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is ANESTHESIA ASSOCIATES OF GREATER MIAMI, P.A.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation commenced on September 1, 1961. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the sole and specific purpose of rendering professional medical services; nevertheless, it shall be authorized to transact any or all lawful business as provided by Florida Statutes, Chapter 621, Professional Service Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
7,500	\$1.00	Common

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ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office is currently located at 6200 SW 73rd Street, Miami, Florida 33143. The corporation's mailing address is currently 8301 NW 197th Street, Miami, Florida 33015.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the current registered office of this corporation and the name of the current registered agent of this corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED OFFICE</u>
Balwant Cheema	8301 NW 197 th Street Miami, Florida 33015

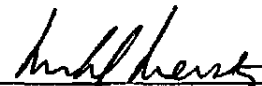
ARTICLE VIII - BOARD OF DIRECTORS


This corporation currently has fourteen directors. 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.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned have executed these Second Amended and Restated Articles of Incorporation this 27th day of April, 2007.

By: 
MICHAEL J. MEISTER, M.D.,
President

Attest: 
HILLARY A. CANNING, M.D.,
Secretary

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I, the undersigned registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:


BALWANT CHEEMA

PAISERS/PARA/FILES/ANESTHESIA/MO & RESTATED ARTICLES

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