

F13000001449

2017-03-15 10:47:39 CST

19542080845 From: Rana, McGraw

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

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Account Number : FCA000000023
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DIVISION OF CORPORATIONS
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
U.S. ANESTHESIA PARTNERS HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

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MAR 16 2017
C. McGraw

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Name Change

Name of Corporation

DOCUMENT NUMBER: F13000001449

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Donna Rhubart

Name of Contact Person

U.S. Anesthesia Partners Intermediate Holdings, Inc.

Firm/Company

12222 Merit Drive, Suite 700

Address

Dallas, TX 75251

City/State and Zip Code

Donna.Rhubart@USAP.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donna Rhubart

972

852-6905

Name of Contact Person

at (

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
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\$52.50 Filing Fee,
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Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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STATE
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State of Delaware
Secretary of State
Division of Corporations
Delivered 10:42 AM 01/06/2014
FILED 10:42 AM 01/06/2014
SRV 140008010 - 5197469 FILE

STATE of DELAWARE

CERTIFICATE OF MERGER

OF

USAP REORGANIZATION MERGER SUB, INC.
(Delaware Corporation)

WITH AND INTO

U.S. ANESTHESIA PARTNERS HOLDINGS, INC.
(Delaware Corporation)

In accordance with Section 251(g) of the Delaware General Corporation Law (the "DGCL"), the undersigned does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
U.S. Anesthesia Partners Holdings, Inc. ("Parent")	Delaware
USAP Reorganization Merger Sub, Inc. ("Subsidiary")	Delaware

SECOND: Subsidiary is an indirect, wholly-owned subsidiary of Parent.

THIRD: Parent will be the surviving corporation in the merger.

FOURTH: The name of the surviving corporation will be "U.S. Anesthesia Partners Intermediate Holdings, Inc.", which will be a Delaware corporation (the "Surviving Corporation").

FIFTH: On January 6, 2014, an Agreement and Plan of Merger (the "Agreement") by and among the parties to the merger and U.S. Anesthesia Partners Group Holdings, Inc., a Delaware corporation and a direct, wholly-owned subsidiary of Parent ("Group Holdings"), was duly approved, adopted, certified, executed and acknowledged by each of the constituent corporations and Group Holdings in accordance with the requirements of Section 251(g) of the DGCL.

SIXTH: The Certificate of Incorporation of Parent shall be the Certificate of Incorporation of the Surviving Corporation; provided, however, that from and after the effective time of the merger:

1. Paragraph 1 of the Certificate of Incorporation shall be amended in its entirety to read as follows:
 - a. "1. The name of this corporation is U.S. Anesthesia Partners Intermediate Holdings, Inc."
2. Paragraph 4 of the Certificate of Incorporation shall be amended in its entirety to read as follows:
 - a. "4. The total number of shares of stock that this corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, \$0.001 par value per share. Each share of Common Stock shall be entitled to one vote."
3. A new Paragraph 13 shall be added thereto as follows:
 - a. "13. Any act or transaction by or involving the corporation, other than the election or removal of members of its board of directors, that requires for its adoption under the DGCL or this Certificate of Incorporation the approval of the stockholders of the corporation shall, pursuant to Section 251(g) of the DGCL, require, in addition, the approval of the stockholders of U.S. Anesthesia Partners Group Holdings, Inc., a Delaware corporation (or any successor by merger), by the same vote as is required by the DGCL and/or by this Certificate of Incorporation."

SEVENTH: The executed Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is 450 East Las Olas Blvd., Suite 850, Fort Lauderdale, FL 33301.

EIGHTH: A copy of the Agreement will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporations.

NINTH: The merger shall become effective as of 11:15 a.m. ET on January 6, 2014.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, U.S. Anesthesia Partners Holdings, Inc. has caused this Certificate of Merger to be signed by a duly authorized officer this 6th day of January, 2014.

U.S. ANESTHESIA PARTNERS HOLDINGS,
INC.

By: /s/ Kristen Bratberg
Name: Kristen Bratberg
Title: President and CEO

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "U.S. ANESTHESIA PARTNERS HOLDINGS, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "U.S. ANESTHESIA PARTNERS INTERMEDIATE HOLDINGS, INC." ON THE SIXTH DAY OF JANUARY, A.D. 2014, AT 10:42 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SIXTH DAY OF JANUARY, A.D. 2014 AT 11:15 O'CLOCK A.M.



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SR# 20171779834

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202199025
Date: 03-15-17