



THE UNITED STATES
CORPORATION
COMPANY

L000000016171

ACCOUNT NO. : 072100000032

REFERENCE : 947155 81386A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 28, 2000

ORDER TIME : 10:22 AM

ORDER NO. : 947155-005

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq
Robert E. Aylward, Esq

Suite 100
600 S. Magnolia Avenue
Tampa, FL 33606

200003515672--6

-12/28/00--01048--006

****155.00 ****155.00

DOMESTIC FILING

NAME: ANESTHESIA ASSOCIATES OF
SOUTHWEST FLORIDA, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX _____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

APPROVED
AND
FILED

00 DEC 28 AM 11:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

00 DEC 28 AM 10:43

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JB
12-28-00

**ARTICLES OF ORGANIZATION
OF
ANESTHESIA ASSOCIATES OF SOUTHWEST FLORIDA, LLC**

The undersigned hereby organizes a limited liability company (the "Company") under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization.

ARTICLE 1
Name

The name of this Company is:

ANESTHESIA ASSOCIATES OF SOUTHWEST FLORIDA, LLC

ARTICLE 2
Purpose

The purposes of this Company are to engage in any lawful activities which may be carried on by a limited liability company under the Act.

ARTICLE 3
Principal Office

The mailing address and the street address of the principal office of this Company is: 1203 Jacaranda Blvd., Venice Health Park, Venice, Florida 34292-4519.

ARTICLE 4
Additional Members

The undersigned is the initial Member of this Company. The Company may admit additional Members with the consent of the Managers.

ARTICLE 5
Duration

This Company shall exist for a period commencing as of the date on which these Articles of Organization are filed with the Florida Secretary of State and continuing indefinitely until dissolved and terminated in accordance with its Regulations. The death, resignation, removal,

00 DEC 28 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

expulsion, retirement, bankruptcy, incompetency, dissolution, or termination of existence of a Member does not cause the dissolution of this Company, and the Company will continue the business of the Company notwithstanding the death, resignation, removal, expulsion, retirement, bankruptcy, incompetency, dissolution, or termination of existence of a Member. A Member does not have the right to withdraw or resign from the Company, to require the Company to redeem his interest in the Company, or to cause the dissolution of the Company.

ARTICLE 6 **Management**

This Company is to be a manager-managed limited liability company, managed by Managers.

ARTICLE 7 **Initial Registered Office and Agent**

The street address of the initial registered office of this Company is: 600 South Magnolia Ave., Suite 100, Tampa, Florida 33606; and the name of the initial registered agent of this Company at such address is: Robert E. Aylward.

ARTICLE 8 **Operating Agreement**

A Majority of the Members of this Company have the power to adopt, alter, amend, or repeal its Operating Agreement, which contain provisions for the regulation and management of the affairs and business of this Company.

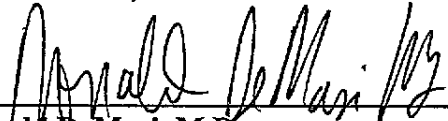
ARTICLE 9 **Amendment**

These Articles of Organization may be amended by a vote of a Majority of the Members of this Company.

APPROVED
AND
FILED
00 DEC 28 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the initial Member of this limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of **ANESTHESIA ASSOCIATES OF SOUTHWEST FLORIDA, LLC**. In accordance with section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

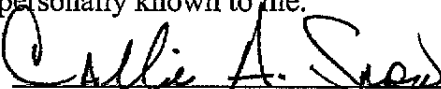
Executed by the undersigned on the 26 day of December, 2000.



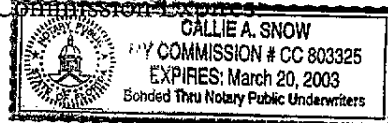
Ronald DeMasi, M.D.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged and sworn to before me this 26 day of December, 2000, by **Ronald DeMasi, M.D.** He is personally known to me.



NOTARY PUBLIC
My Commission Expires

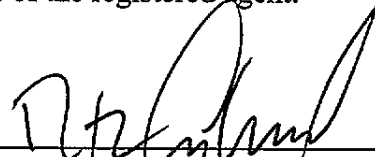


APPROVED
AND
FILED
00 DEC 28 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **Robert E. Aylward**, having been named as registered agent to accept service of process for the above named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the registered agent.

Dated this 26 day of December, 2000.



ROBERT E. AYLWARD

VENICE/ANESTHESIAARTORG

APPROVED
AND
FILED
00 DEC 28 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA