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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUL -2 2004

BRYANT & HIGBY, CHARTERED
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ROWLETT W. BRYANT
CLIFFORD C. HIGBY
CECILIA REDDING BOYD

LYNN C. HIGBY
(1935-1992)

June 11, 2004

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Office of the Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Gulf Coast Anesthesia, L.L.C.

Gentlemen:

Please find enclosed Articles of Organization of Gulf Coast Anesthesia, L.L.C., a Florida Limited Liability Company, and my firm check in the amount of \$155.00 representing the filing fee of \$100.00, \$25.00 for the Registered Agent Certificate and \$30.00 for a certified copy of the Articles.

I would appreciate your processing this organization and favoring me with a certified copy of the Articles at your earliest convenience. Should you have any questions or comments regarding the enclosures, please feel free to call me collect at the number above.

I very much appreciate your cooperation in this regard.

Very truly yours,

Rowlett W. Bryant

RWB/mlw
encls.

ARTICLES OF ORGANIZATION
OF
GULF COAST ANESTHESIA, L.L.C.
A LIMITED LIABILITY COMPANY

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - NAME

The name of the Limited Liability Company (hereinafter referred to as "Company") is GULF COAST ANESTHESIA, L.L.C.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Limited Liability Company is 767 Airport Road, Panama City, Florida 32405.

ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The name of the Limited Liability Company's Registered Agent and his Florida street address are: Rowlett W. Bryant, 833 Harrison Avenue, Panama City, Florida 32401.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Rowlett W. Bryant

ARTICLE IV - MANAGEMENT

The Limited Liability Company shall be managed by its member, Joan Elzawahry, M.D., whose address is 767 Airport Road, Panama City, Florida 32405.

ARTICLE V - ADMISSION OF NEW MEMBERS

No person shall be a member of the Company who is not licensed by the State of Florida in the specialty of anesthesiology. No additional members may be admitted to this Limited Liability Company without the consent of all members.

ARTICLE VI - LIMITATION OF AUTHORITY

No member of the Limited Liability Company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member, except that of the managing member.

ARTICLE VII - REGULATIONS

Any regulations relative to this Limited Liability Company must be in writing and signed by all of the Members.

ARTICLE VIII - EVENTS OF DISSOLUTION


The Company shall be dissolved upon the happening of any of the following:

1. Upon written agreement of two-thirds of the Membership.
2. Upon the death, retirement, resignation, expulsion or bankruptcy of a Member or any other event which terminates the continued membership of a Member in the Company, unless the remaining Members, within ninety (90) days after the event or occurrence, unanimously elect to continue the business of the Company pursuant to the terms of these Regulations.

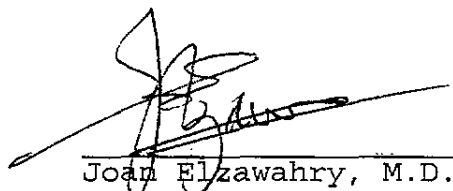
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Undersigned Members have signed
these Articles of Organization and acknowledged them to be
their act this 30 day of June, 2004.


Joan Elzawahry, M.D.
767 Airport Road
Panama City, Fl 32405
Member


*In accordance with Section 608.408(3), Florida Statutes, the execution of
this document constitutes an affirmation under the penalties of perjury that
the facts stated herein are true.*


Joan Elzawahry, M.D.

STATE OF FLORIDA)

COUNTY OF BAY)

THE FOREGOING was acknowledged before me this 30 day
of June, 2004, by Joan Elzawahry, M.D., who is
personally known to me or who produced _____
as identification.


NOTARY PUBLIC
State of Florida at Large

