



THE UNITED STATES
CORPORATION
COMPANY

L99000000075

ACCOUNT NO. : 072100000032

REFERENCE : 084797 3487A

AUTHORIZATION : Patricia P. S.

COST LIMIT : \$ 337.50

ORDER DATE : December 31, 1998

ORDER TIME : 10:04 AM

member or auth rep.

ORDER NO. : 084797-010

CUSTOMER NO: 3487A

CUSTOMER: Ms. Kristen Gaines
ICARD MERRILL CULLIS TIMM
ICARD MERRILL CULLIS TIMM
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

400002727904--7

DOMESTIC FILING

NAME: KEY ANESTHESIA, P.L.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Name
Availability
Document Examiner
Upper
Lower
Secretary
Agent
W. P. Verlyer

98 DEC 31 PM 2:04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
98 DEC 31 AM 1:18
DIVISION OF CORPORATIONS

[Handwritten signature]

B/K 12/31/98

**ARTICLES OF ORGANIZATION
OF
KEY ANESTHESIA, P.L.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 2:01

The undersigned subscriber(s) to these Articles of Organization, being duly licensed to practice nurse anesthesiology, under the laws of the State of Florida, adopt(s) these Articles of Organization to form a limited liability company under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Professional Service Limited Liability Company shall be KEY ANESTHESIA, P.L. ("Company").

**ARTICLE II
PURPOSE AND POWER**

The Professional Service Limited Liability Company is formed to engage in every phase and aspect of the practice of nurse anesthesiology to the public and other related professional services permitted by Florida Law. In addition, the Company may own, operate and manage property, real, personal, and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Professional Service Corporation and Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Professional Service Corporation and Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

**ARTICLE III
ADDRESS**

The mailing address and street address of the principal office of the Company shall be 3406 Higel Avenue, Sarasota, Florida 34242-1142.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 2:01

ARTICLE IV DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's Operating Regulations.

ARTICLE V INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent of the Company in the State of Florida is:

Bruce P. Chapnick
2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE VI RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions, including the contribution to capital, as shall be determined by all the members as of the time of such admission. A member may transfer a member's interest in the Company only in the manner set forth in these Articles of Organization and the Operating Regulations of the Company but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of an interest, approve the proposed transfer by unanimous written consent in accordance with these Articles of Organization and the Company's Operating Regulations.

A member's interest in the Company, subject to the provisions of this Article, may only be issued to another person that is duly licensed to practice nurse anesthesiology in the State of Florida.

ARTICLE VII TERMINATION OF EXISTENCE AND MEMBERS' RIGHTS TO CONTINUE BUSINESS

The Company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE VIII
MANAGEMENT

The Company shall be managed by a manager in accordance with the Company's Operating Regulations adopted by the members for the management of the business and affairs of the Company. These Operating Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is:

NAME

ADDRESS

Seth Z. Weiser CRNA, P.A.

3406 Higel Avenue
Sarasota, Florida 34242-1142

pg 57 00007 2196

ARTICLE IX
OPERATING REGULATIONS

The Operating Regulations entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Regulations of the Company, as amended and in existence from time to time.

The members of the Professional Service Limited Liability Company shall have the power to include in the Operating Regulations adopted by the members of the Professional Service Limited Liability Company, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the members' interests in the Professional Service Limited Liability Company by any of its members, or in the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of any of its members. The manner and form, as well as the relevant terms, conditions, and details of the disposition shall be determined by the members of the Professional Services Limited Liability Company. No member of the Professional Service Limited Liability Company may sell or transfer such member's interest in the Company except to another person who is eligible to be a member of the Professional Service Limited Liability Company, and the sale or transfer may be made only after it has been approved at a members' meeting especially called for that purpose. If any member becomes legally disqualified to practice nurse anesthesiology, in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that member's interest in the Company shall immediately become subject to purchase by the Company in accordance with the Operating Regulations adopted by the members.

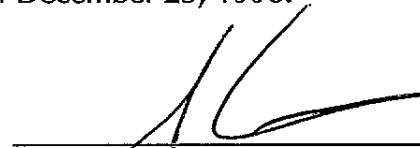
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 2:01

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC 31 PM 2:01

ARTICLE X
AMENDMENT

The Articles of Organization may be amended from time to time by unanimous vote of the members of the Company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Sarasota, Florida as of December 23, 1998.



SETH Z. WEISER, Organizer and Member

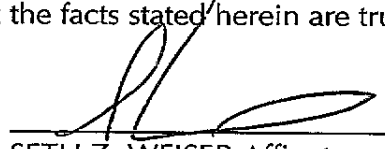
C:\OFFICE\WPWIN\WPDOCS\CLIENTS\WEISER\ARTICLES.PL

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of KEY ANESTHESIA, P.L., deposes and says:

1. The above named limited liability company has at least one (1) member.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes the amounts from items 2 and 3 above.

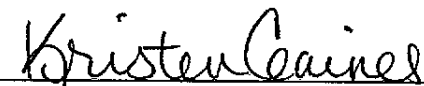
In accordance with Section 608.408(3), F.S., the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.




SETH Z. WEISER Affiant and Member
Dated: December 23, 1998

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to (or affirmed) before me this twenty-third day of December, 1998, by SETH Z. WEISER, Affiant.



Notary Public – State of Florida
 MY COMMISSION # CC765471 EXPIRES
October 22, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Print, Type or Stamp
Commissioned Name of Notary Public

☒ Personally Known OR ☐ Produced Identification
Type of Identification Produced _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 2:01

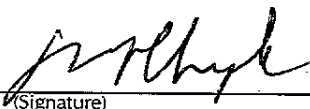
CERTIFICATE OF DESIGNATION OF BRUCE P. CHAPNICK REGISTERED AGENT

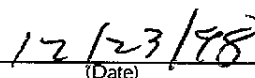
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: KEY ANESTHESIA, P.L.
2. The name and address of the registered agent and office is:

Bruce P. Chapnick
2033 Main Street, Suite 600
Sarasota, Florida 34237

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 as registered agent.


(Signature)


(Date)