



THE UNITED STATES
CORPORATION
COMPANY

L990000000075

ACCOUNT NO. : 0721000000032

REFERENCE : 786418 3487A

MJH

AUTHORIZATION :

COST LIMIT : \$ 55.00

Patricia Piziti

ORDER DATE : August 3, 2000

ORDER TIME : 11:21 AM

ORDER NO. : 786418-005

CUSTOMER NO: 3487A

CUSTOMER: Mary Ann Fingerle, Legal Asst
Icard Merrill Cullis Timm
Suite 600
2033 Main Street
Sarasota, FL 34237

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -3 PM 3:04

L99-75

DOMESTIC AMENDMENT FILING

NAME: KEY ANESTHESIA, P.L.

EFFECTIVE DATE:

700003345337--7

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 AUG -3 PM 12:22

EXAMINER'S INITIALS: _____

RECEIVED

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
KEY ANESTHESIA, P.L.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 AUG - 3 PM 3:04

Pursuant to the provisions of Section 608.411, Florida Statutes, the undersigned Professional Service Limited Liability Company adopts the following Amended and Restated Articles of Organization:

1. The name of the Professional Service Limited Liability Company is Key Anesthesia, P.L.

2. This Professional Service Limited Liability Company's Articles of Organization are hereby amended and restated, as follows:

**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 602 Treasure Boat Way, Sarasota, Florida 34242.

ARTICLE IV
REGISTERED AGENT AND REGISTERED OFFICE

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

Bruce P. Chapnick, Esquire
Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.
2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE V
MANAGEMENT

The Company is to be a manager-managed company.

ARTICLE VI
OPERATING AGREEMENT

The Operating Agreement entered into by the member(s) of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the member(s) or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time. A member's interest in the Company may only be issued to another person that is duly licensed to practice nurse anesthesia in the State of Florida.

The member(s) of the Professional Service Limited Liability Company shall have the power to include in the Operating Agreement adopted by the member(s) of the Professional Service Limited Liability Company, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the member(s)' interests in the Professional Service Limited Liability Company by any of its member(s), or in the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of any of its member(s). The manner and form, as well as the relevant terms, conditions, and details of the disposition shall be determined by the member(s) 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 member(s)' meeting especially called for that purpose. If any member becomes legally disqualified to practice nurse anesthesia, 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 an Operating Agreement adopted by the member(s).

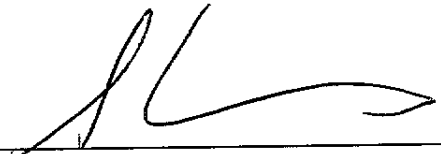
3. The Articles of Organization of this Professional Service Limited Liability Company were duly filed with the Florida Department of State on December 31, 1998, and assigned Document Number L99000000075.

4. This Amended and Restated Articles of Organization was duly adopted by the unanimous vote of the member(s) of this Professional Service Limited Liability Company on March 20, 2000.

IN WITNESS WHEREOF, the undersigned Member of this Professional Service Limited Liability Company has executed this Amended and Restated Articles of Organization as of March 20, 2000.

Key Anesthesia, P.L.

By: Seth Z. Weiser, CRNA, P.A., Manager

By: 
Seth Z. Weiser, President