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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 598101 81445B

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 78.75

ORDER DATE : February 23, 2000

ORDER TIME : 11:03 AM

ORDER NO. : 598101-020

CUSTOMER NO: 81445B

000003144620--6

CUSTOMER: Michael R. McKinley, Esq  
BATSEL MCKINLEY ITTERSAGEN  
BATSEL MCKINLEY ITTERSAGEN  
18401 Murdock Circle

Port Charlotte, FL 33948

DOMESTIC FILING

NAME: ANESTHESIA SERVICE OF  
CHARLOTTE COUNTY, P.A.

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: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 2/23/2000

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 FEB 23 PM 12: 08

RECEIVED

ARTICLES OF INCORPORATION  
OF  
**Anesthesia Service of Charlotte County, P.A.**

FILED  
00 FEB 23 PM 3: 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional service corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Anesthesia Service of Charlotte County, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 1988 Kings Highway, Port Charlotte, Florida, 33980.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 500 shares of common stock having a par value of \$1.00 per share. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 18401 Murdock Circle, Port Charlotte, Florida. The name of the initial registered agent at that address is Michael R. McKinley.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is:

Louis K. Valente

1988 Kings Highway  
Port Charlotte, Florida 33980

Abelardo E. Acosta

1988 Kings Highway  
Port Charlotte, Florida 33980

Vinod K. Malik

1988 Kings Highway  
Port Charlotte, Florida 33980

#### ARTICLE VIII. INCORPORATOR

The name and address of the person signing these articles of incorporation as incorporator is:

Michael R. McKinley

18401 Murdock Circle  
Port Charlotte, Florida 33948

#### ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine 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 shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

#### ARTICLE X. AMENDMENT

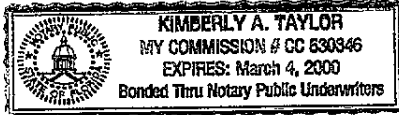
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

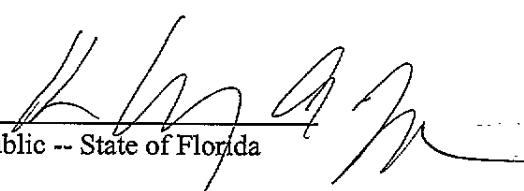
IN WITNESS WHEREOF, the undersigned Incorporator executed these articles of incorporation on this 20 day of February, 2000.

  
Michael R. McKinley, Incorporator

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing articles of incorporation were acknowledged before me on this 22 day of February, 2000, by Michael R. McKinley, who is personally known to me.



  
\_\_\_\_\_  
Notary Public -- State of Florida

CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Anesthesia Service of Charlotte County, P.A., a Florida Professional Service Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Port Charlotte, County of Charlotte, State of Florida, has designated Michael R. McKinley, whose street address is 18401 Murdock Circle, Port Charlotte, Florida, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

  
\_\_\_\_\_  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA