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JACKSONVILLE, FLORIDA 32202-5059

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May 18, 2000

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

800003261558--7
-05/22/00-01090-022
*****70.00 *****70.00

Re: Articles of Incorporation
Emerson Anesthesia Associates, P.A.
Check for \$70.00

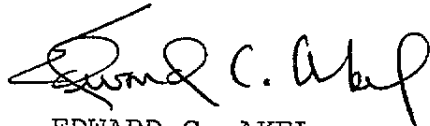
Dear Ladies and Gentlemen:

We enclose the referenced corporate document, in duplicate, together with our check for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your assistance and cooperation.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosure

cc: Edward G. DeMiranda, M.D.
John R. Pridgen, C.P.A.

FILED
00 MAY 22 PM 4: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05-30
HOC

ARTICLES OF INCORPORATION
OF
EMERSON ANESTHESIA ASSOCIATES, P.A.

FILED
00 MAY 22 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, natural person competent to contract, hereby presents these Articles for the formation of a corporation under the Professional Corporation Act and other laws of the State of Florida.

ARTICLE I

The name of this corporation is: EMERSON ANESTHESIA ASSOCIATES, P.A.

ARTICLE II

The general nature of the business to be transacted by this corporation is: To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within this State.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the

objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments thereof, and either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation.

The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue code.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually, and its corporate existence shall begin on filing.

ARTICLE V

The Board of Directors may from time to time move the principal office to any other address in Florida. The initial office address of this corporation in the State of Florida is 4545 Emerson Street Expressway, Jacksonville, Florida 32207.

ARTICLE VI

The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. Initially, the number of directors of this corporation shall be one (1).

ARTICLE VII

The name and post office address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Edward G. DeMiranda, M.D.	4545 Emerson Street Expressway Jacksonville, Florida 32207

ARTICLE VIII

The name and post office address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
EDWARD C. AKEL	1 Independent Drive, Suite 2301 Jacksonville, Florida 32202

ARTICLE IX

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in or a director or officer of such corporation. Every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XI

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XII

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida, and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholders as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-laws adopted by the Board of Directors of this corporation, setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE XIII

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner provided by law. All rights of shareholders are subject to this reservation.

ARTICLE XV

The registered office shall be and the registered agent at that same address are:

<u>Agent</u>	<u>Registered Office Address</u>
EDWARD C. AKEL	1 Independent Drive, Suite 2301 Jacksonville, Florida 32202

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 18th day of May, 2000.


EDWARD C. AKEL

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared EDWARD C. AKEL, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 18th day of May, A. D. 2000.

Gail Poitevint
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: _____
My Commission Expires: _____
Commission No. GAIL POTTEVINT
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES MAY 11, 2002
COMM. NO. CC721210

ACKNOWLEDGEMENT AND ACCEPTANCE
OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Edward C. Akel
EDWARD C. AKEL