

Division of Corporations

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Florida Department of State  
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To:

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*J. Crank*  
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Account Number : 075201001473  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Outpatient Anesthesia Services, P.A.**

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION**  
**OF**  
**OUTPATIENT ANESTHESIA SERVICES, P.A.**

The undersigned, for purposes of forming a professional corporation under the provisions of §607 of the Florida Business Corporation Act (1998) and §621 of the Professional Service Corporation and Limited Liability Company Act (1998), adopts the following Articles of Incorporation.

**ARTICLE I**

The name of this corporation shall be OUTPATIENT ANESTHESIA SERVICES, P.A. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the office of the Corporation is 5305 Greenwood Avenue, Suite 101, West Palm Beach, Florida 33407.

**ARTICLE III**

The general purpose for which the corporation is organized is to engage in every aspect of the practice of medicine and, specifically, in the practice of anesthesiology. The professional services involved in the corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice medicine in the State of Florida.

The corporation shall not engage in any business other than the practice of medicine. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

**ARTICLE IV**

The capital stock authorized shall be 100 shares, such shares shall be of a single class, and shall have a par value of \$.001 per share.

**ARTICLE V**

The street address of the Corporation's initial registered agent's office is c/o Greenberg Traurig, P.A., 777 S. Flagler Drive, Suite 300-East, West Palm Beach, Florida 33401 and the name of its initial registered at such address is Phillip C. Gildan, Esq.

**ARTICLE VI**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the Bylaws, but shall not be less than three (3). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

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Sheldon Regenbaum, M.D.  
5305 Greenwood Avenue  
Suite 101  
West Palm Beach, FL 33407

Kevin Chaitoff, M.D.  
5305 Greenwood Avenue  
Suite 101  
West Palm Beach, FL 33407

John Cooney, M.D.  
5305 Greenwood Avenue  
Suite 101  
West Palm Beach, FL 33407

#### ARTICLE VII

The name of the Incorporator is Phillip C. Gildan, Esq. and the address of the Incorporator is c/o Greenberg Traurig, P.A., 777 S. Flagler Drive, Suite 300-East, West Palm Beach, Florida 33401.

#### ARTICLE VIII

This Corporation shall only issue its common stock to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. Shareholders of this Corporation shall not enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

#### ARTICLE IX

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the corporation to the full extent not prohibited by law.

Executed by the undersigned Incorporator on the 17 day of April 2001.

  
Phillip C. Gildan, Esq.  
Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of OUTPATIENT ANESTHESIA SERVICES, P.A., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
Phillip C. Gildan, Esq.  
Registered Agent

Dated: April 17, 2001

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