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TRENAM KEMKER

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Universal Anesthesia Associates, P.A.

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**ARTICLES OF INCORPORATION
OF
UNIVERSAL ANESTHESIA ASSOCIATES, P.A.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a professional corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

UNIVERSAL ANESTHESIA ASSOCIATES, P.A.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

2822 West Virginia Avenue
Tampa, Florida 33607

ARTICLE III

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage solely and specifically in the business of carrying on the general practice of medicine and the provision of related healthcare services, through licensed medical professionals employed by it;
- (b) to contract with one or more parties to manage all or a portion of its medical practice;
- (c) to invest in real estate, mortgages, stocks, bonds or any other type of investments;
- (d) to own or lease real and personal property necessary for the rendering of the above professional services;
- (e) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for other lawful purposes; to issue promissory

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notes and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgages or otherwise; and

(f) in general, to have and exercise all powers conferred by the laws of Florida upon professional corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV.

Capital Stock

(a) General. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 200,000, which shall be divided into two (2) classes of shares as follows: (1) 100,000 shares of Class A Voting Common Stock, par value \$.01 per share, and (2) 100,000 shares of Class B Nonvoting Common Stock, par value \$.01 per share. This corporation may not issue shares of capital stock without the approval of its Board of Directors, and the consideration for the issuance of the shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable. Each shareholder who is not an individual must be owned ultimately by one or more persons who are, and each shareholder who is an individual must be, duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(b) Class A Voting Common Stock and Class B Nonvoting Common Stock. The relative rights, privileges and limitations of the shares of Class A Voting Common Stock and the Class B Nonvoting Common Stock shall be in all respects identical, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the shares of Class A Voting Common Stock; and, except as otherwise required by law, the holders of the shares of Class B Nonvoting Common Stock shall not have any voting power. Except as otherwise required by law, each share of Class A Voting Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. Distributions of either shares of Class A Voting Common Stock or Class B Nonvoting Common Stock may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

(c) No Cumulative Voting. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(d) Dividends. Any and all dividends declared by the Board of Directors shall be shared among the holders of shares of outstanding Class A Voting Common Stock and the Class B Nonvoting Common Stock on a share-for-share basis.

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ARTICLE V.**Existence of Corporation**

This corporation shall have perpetual existence.

ARTICLE VI.**Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Don B. Weinbren, Esquire. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII.**Board of Directors**

The Board of Directors of this corporation shall consist of at least one (1) member, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the by-laws or a stockholders' agreement. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders, but each director must be an individual who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The stockholders of this corporation may remove any director from office at any time with or without cause in accordance with the provisions of the by-laws.

ARTICLE VIII.**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

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<u>Name</u>	<u>Address</u>
Don B. Weinbren	101 East Kennedy Blvd., Suite 2700 Tampa, Florida 33602

ARTICLE IX.**Bylaws**

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X.**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XI.**Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


DON B. WEINBREN, Incorporator

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UNIVERSAL ANESTHESIA ASSOCIATES, P.A.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Don B. Weinbren, Esquire, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 30th day of July, 2001.


DON B. WEINBREN

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