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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MILLENNIUM ANESTHESIA CARE, P.A.

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The undersigned, as President of MILLENNIUM ANESTHESIA CARE, P.A., a Florida Professional Association, does hereby subscribe to these Amended and Restated Articles of Incorporation which will be effective upon the filing of this document with the Secretary of the State of Florida.

All amendments included herein were adopted pursuant to Section 607.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

This Amendment has been approved by (i) a majority of the Directors of the Corporation at a meeting held on July 7, 2015, and (ii) Shareholders of the Corporation representing at least a majority of the Shares outstanding and entitled to vote at a meeting held on July 7, 2015.

Effective upon the filing of these Amended and Restated Articles of Incorporation, the following shall constitute the Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of this Corporation shall be:

MILLENNIUM ANESTHESIA CARE, INC.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MILLENNIUM ANESTHESIA CARE, P.A.**

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar # 371750

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ARTICLE II

Principal Office and Mailing Address

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

2727 W. DR. MLK BLVD.
SUITE 310
TAMPA, FLORIDA 33607

ARTICLE III

Business and Purpose

The general nature of the business to be transacted by this Corporation is to engage in any lawful activity or business.

ARTICLE IV

Capital Stock

(a) General. The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 100,000 shares of Class A Voting 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 value to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable. Shares may only be owned by individuals who are duly licensed to practice medicine in the State of Florida. A Share of Common Stock shall in all respects be identical to each other share with reference to voting rights and dividend and distribution rights.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
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(727) 442-1200
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(b) No Cumulative Value. In the election of Directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This Corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Address

The street address of the registered office of this Corporation shall be located at 1245 Court Street, Suite 102, Clearwater, Pinellas County, Florida, and the registered agent of this Corporation at such office shall be Alan S. Gassman, 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 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. 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.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
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Florida Bar # 371750

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ARTICLE VIII

By-Laws

(a) The power to adopt the by-laws of this Corporation, to alter, amend or repeal the bylaws, 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 Amended and Restated Articles of Incorporation, or contrary to the laws of the State of Florida or the United States.

ARTICLE IX

Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated 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 X

Affiliated Transactions

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

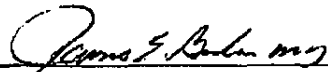
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MILLENNIUM ANESTHESIA CARE, P.A.

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clermont, FL 33756
(727) 442-1200
Florida Bar # 371750

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 7th day of July, 2015.




JAMES GRUBER, M.D.
President

STATE OF FLORIDA)
COUNTY OF Hillsborough

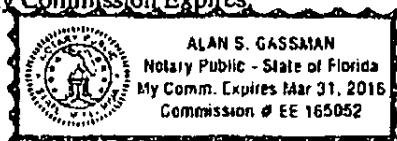
ON THIS 7th day of July, 2015, before me Alan Gassman (name of notary) the undersigned notary, personally appeared JAMES GRUBER, M.D., as President of MILLENNIUM ANESTHESIA CARE, P.A., a Florida professional association, known to me, or who produced _____ as identification, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VI of these Amended and Restated Articles of Incorporation, the undersigned Sole Incorporator/ Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, Florida 34616

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.


ALAN S. GASSMAN, ESQUIRE

J:\M\Millennium Anesthesia\Conversion to Inc\Amended and Restated Articles of Inc.1 d.wpd
jus 6-16-13

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