

LAW OFFICES OF
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* Robert T. Klingbeil, Jr.
Gregory C. Roberts

October 22, 2001

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Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: DAVID H. PENOYER, JR., CRNA, P.A.

Dear Sir:

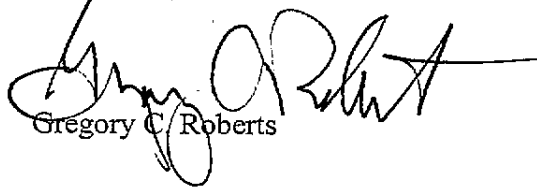
Enclosed please find one original and one copy of Articles of Incorporation regarding the above-referenced corporation. Also enclosed is our check in the total amount of \$78.75 to cover the cost of this filing:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>8.75</u>
Total:	\$ 78.75

Please return a certified copy of the Articles of Incorporation to our office at the address listed above.

Thank you for your attention to this matter.

Very truly yours,


Gregory C. Roberts

GCR/kjh
Enclosure

cc: David H. Penoyer, Jr.

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01 OCT 25 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 26 2001

ARTICLES OF INCORPORATION
OF
DAVID H. PENOYER, JR., CRNA, P.A.

We, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

DAVID H. PENOYER, JR., CRNA, P.A.

FILED
01 OCT 25 PM 12:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II

BUSINESS OBJECTS OR PURPOSE

The general nature of the business to be transacted by this corporation is:

(A) To engage only in every aspect and phase of the business of rendering professional medical services to the general public and to do all things in connection therewith that are customarily done by certified registered nurse anesthetists under the laws of the State of Florida in accordance with Chapter 621, Florida Statutes, "The Professional Service Corporation Act." Provided, however, that such professional services shall be rendered only through officers,

employees and agents who are duly licensed under the laws of the State of Florida to practice said profession therein.

(B) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders of this corporation shall be no greater in any aspect than that of a shareholder-employee of a corporation organized under Chapter 607, Florida Statutes.

(C) To invest the funds of the 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.

(D) To do all and every thing necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, 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 or the attainment of the objectives or the furtherance of such purposes or objects of this corporation to such extent as a corporation organized under Chapter 621 Florida Statutes may now or hereafter lawfully do.

(E) To purchase and acquire at the option of the corporation any and all of its shares owned and held by any such shareholder as he 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 the capital of this corporation is not impaired.

(F) To purchase and acquire, at the option of the corporation, the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; however, the capital of this corporation is not impaired.

(G) To enter into, at the option of the corporation, for the benefit of its employees, one or more of the following:

- (1) A pension plan;
- (2) A profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession;
- (3) A thrift and savings plan;
- (4) Other retirement or incentive compensation plans.

(H) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III

CAPITAL STOCK

(A) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any

part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid fully for and shall be non-assessable.

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

(C) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of the corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carry options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such persons or person (who are qualified to be stockholders as provided in Paragraph (D) of this Article) as the Board of Directors may determine.

(D) Each shareholder must be duly licensed or otherwise legally authorized by the State of Florida.

(E) No shareholder shall 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 IV

BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be the date these Articles of Incorporation are filed with the Secretary of State and it shall exist perpetually.

ARTICLE V

PRINCIPAL OFFICE

The principal office of this corporation shall be located at 898 Guild Drive, Venice, Florida 34285, but the corporation shall have the power to relocate its principal office or establish branch offices at any other place within or without the State of Florida as may be determined or deemed expedient.

ARTICLE VI

OFFICERS AND DIRECTORS

The business of this corporation shall be conducted, carried on and managed by the officers of this corporation and a board of directors composed of one (1) or more members which number may be altered from time to time in accordance with the By-Laws adopted by this corporation within the limitations prescribed by law. The officers of this corporation shall be a President, a Secretary and any other officers as to the Board of Directors may seem expedient.

ARTICLE VII

SUBSCRIBERS

The names and post office addresses of the original subscribers to these Articles of Incorporation, who are duly licensed under the laws of the State of Florida to render the professional services for which this corporation is created, and the officers and members of the Board of Directors of this corporation, who are duly licensed under the laws of the State of Florida to render the professional services for which this corporation is created, who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have qualified.

The names and addresses of all the subscribers to the stock of this corporation, together with the number of shares of stock they agree to take, are:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
David H. Penoyer, Jr.	898 Guild Drive Venice, Florida 34285	100

ARTICLE VIII

INITIAL OFFICERS

The names and post office addresses of the members of first officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
David H. Penoyer, Jr.	898 Guild Drive Venice, Florida 34285	President, Treasurer
Margaret R. Penoyer	898 Guild Drive Venice, Florida 34285	Vice President, Secretary

ARTICLE IX

INITIAL DIRECTORS

The names and post office addresses of the members of first Board of Directors are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
David H. Penoyer, Jr.	898 Guild Drive Venice, Florida 34285	Director

ARTICLE X

BY-LAWS

The power to adopt 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.

ARTICLE XI

TRANSACTIONS WITH CORPORATIONS

No contract or other transaction of this corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XII

REGISTERED AGENT

The initial registered agent and the address of his office are:

Gregory C. Roberts, Esquire
341 Venice Avenue West
Venice, Florida 34285

Said registered agent by virtue of his signature at the end of these Articles of Incorporation acknowledges appointment as such and agrees to accept service of process for this corporation.

ARTICLE XIII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Gregory C. Roberts, Esquire
341 Venice Avenue West
Venice, Florida 34285

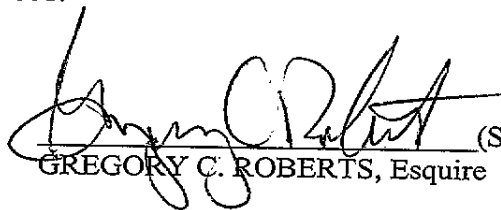
ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the shareholders sign a written statement manifesting their intention that a certain

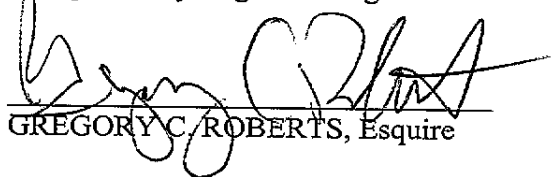
amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned as Incorporation executed these Articles of Incorporation this 22 day of October, 2001.

 (SEAL)
GREGORY C. ROBERTS, Esquire

I hereby state that I am familiar with and do hereby accept the duties and responsibilities as Registered Agent of DAVID H. PENOYER, JR., CRNA, P.A.

Acceptance by Registered Agent:


GREGORY C. ROBERTS, Esquire

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