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January 2, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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

Re: Winter Haven Cardiovascular Anesthesia Associates, P.A.

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation of Winter Haven Cardiovascular Anesthesia Associates, P.A. and our check made payable to "Florida Department of State" in the amount of \$78.75 representing filing fee (\$35.00), Registered Agent Designation (\$35.00) and one certified copy (\$8.75).

If you find these items to be in proper order, I would appreciate your returning the enclosed copy to me as a certified copy as soon as possible after the original is filed.

Yours truly,

Regina Rickman

Regina Rickman
Legal Assistant to
Beverly A. Morris,

BAM:rjr

Enclosures: Articles of Incorporation
Check \$78.75

cc: Vincent C. Palmire, Jr., M.D.
Paul G. Robertie, M.D.

FILED
02 JAN -3 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/1/7

ARTICLES OF INCORPORATION
OF
WINTER HAVEN CARDIOVASCULAR
ANESTHESIA ASSOCIATES, P.A.
A Professional Corporation

FILED
02 JAN -3 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a professional corporation, which has its shareholders individuals, all of whom are duly licensed to practice medicine in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and Chapter 621, Professional Service Corporations Act, adopt the following Articles of Incorporation:


Article I - Name

The name of this corporation shall be WINTER HAVEN CARDIOVASCULAR ANESTHESIA ASSOCIATES, P.A., 1511 S. W. First Avenue, Ocala, Florida 34474.

Article II - Registered Office and Agent

The location and address of the corporation's initial registered office in Florida is 1511 S. W. First Avenue, Ocala, Florida 34474. The initial registered agent at the registered office is Paul G. Robertie, M.D.

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of any duties, and I am familiar with and accept the obligations of my position as registered agent.



Paul G. Robertie, M.D.

Date: 12-24-01

Article III - Purpose

The purpose for which the corporation is organized shall be to engage in the practice of medicine within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

Article IV - Duration

The term of existence of the corporation is perpetual or until dissolved pursuant to Florida law.

Article V - Professional Services

The professional services of the corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida.

Article VI - Incorporators

The name and post office address of the incorporators are:

<u>Name</u>	<u>Address</u>
Paul G. Robertie, M.D.	1511 S.W. First Avenue Ocala, Florida 34474
Vincent Palmire, M.D.	1511 S.W. First Avenue Ocala, Florida 34474

Article VII - Directors

The initial Board of Directors shall consist of one (2) members. The number of directors may be increased from time to time as set forth in the Bylaws. The name and address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Paul G. Robertie, M.D.	1511 S.W. First Avenue Ocala, Florida 34474
Vincent Palmire, M.D.	1511 S.W. First Avenue Ocala, Florida 34474

The initial director shall hold office until their successors are elected and qualified as set forth in the Bylaws.

Article VIII - Capital Stock

The number of shares of stock that the corporation is authorized to have outstanding is 1,000, all of which shall be common shares with par value of \$1.00.

Article IX - Amendment of Articles

The corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on December 24, 2001.

Paul G. Robertie

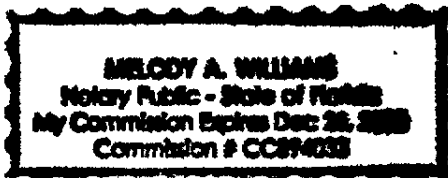
Paul G. Robertie, M.D.

Vincent Palmire

Vincent Palmire, M.D.

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 24th day of December, 2001, by Paul G. Robertie, M.D., who is personally known to me or who has produced _____ as identification.



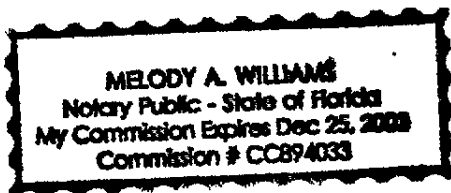
Melody A. Williams

Signature of Notary Public,
State of Florida

Melody A. Williams
Notary's Printed Name

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 24th
day of December, 2001, by Vincent Palmire, M.D., who is
personally known to me or who has produced _____ as
identification.



Melody Williams
Signature of Notary Public,
State of Florida
MELODY WILLIAMS
Notary's Printed Name