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ACCOUNT NO. : 072100000032
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FILED
2002 APR -2 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 2, 2002
ORDER TIME : 11:0 AM
ORDER NO. : 507215-005
CUSTOMER NO: 4327828

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CUSTOMER: Neal W. Knight, Esq
Alley Maass Rogers & Lindsay,
P.a.
321 Royal Poinciana Pl., South
Palm Beach, FL 33480-0431

DOMESTIC FILING

NAME: WATERSIDE ANESTHESIA SERVICES,
INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

RECEIVED
02 APR -2 AM 11:30
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114
EXAMINER'S INITIALS:

SL
4/2/02

EFFECTIVE DATE

3/29/02

ARTICLES OF INCORPORATION

OF

WATERSIDE ANESTHESIA SERVICES, INC.

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Article I - Name

The name of this corporation is Waterside Anesthesia Services, Inc.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is 2001 N. Flagler Drive, West Palm Beach, Florida 33407.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Neal W. Knight, Jr.

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Steven Krumholz, M.D.
2001 N. Flagler Drive
West Palm Beach, FL 33407

Article IX - Incorporator

The name and address of the person signing these Articles is:

Steven Krumholz, M.D.
2001 N. Flagler Drive
West Palm Beach, FL 33407

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

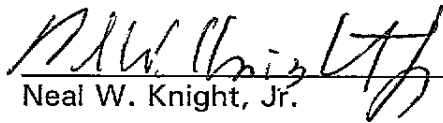
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of March, 2002.



Steven Krumholz, M.D.

Acceptance of Designation

The undersigned, Neal W. Knight, Jr., hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.



Neal W. Knight, Jr.

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