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FRANK J. ALOIA

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August 22, 2002

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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

RE: Driscoll Anesthesia, P.A.

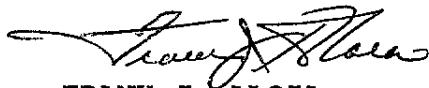
Dear Sir:

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose my trust account check in the amount of \$78.75 to cover the following costs:

| | |
|--------------------|----------|
| Filing Fee | \$ 70.00 |
| Certified Copy Fee | \$ 8.75 |
| Total | \$ 78.75 |

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,



FRANK J. ALOIA
FJA:djb
Enc.

FILED
02 AUG 26 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QB 8/27 ✓

ARTICLES OF INCORPORATION

OF

DRISCOLL ANESTHESIA, P.A.

FILED
02 AUG 26 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed as a nurse anesthetist in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 621, Florida Professional Service Corporation Act and Section 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation

The name of this corporation shall be **DRISCOLL ANESTHESIA, P.A.**

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

1. To provide anesthesia services under the medical direction of anesthesiologists, physicians and surgeons, dentists and other duly licensed medical professionals of every description needing such service.
2. To engage in and render such professional services only through its officers, agents and employees who shall be duly licensed or otherwise legally authorized within the State of Florida to render such professional service as this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type

of investments permitted by law, and to own real and personal property necessary for the rendering of professional services.

4. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not prohibited under the laws of the State of Florida.

III

Principal Office

The principal office, and mailing address of this Corporation is 5268 Tamiami Court, Cape Coral, Florida 33904.

IV

Capital Stock

1. The maximum number of shares of stock that the professional service corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having a par value of \$1.00 per share.

2. The consideration to be paid for each share shall be payable in lawful money, property, labor or services.

3. Shares of the corporation's stock and certificates shall be issued only to those individuals duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

V

Duration

The corporation shall have perpetual existence starting on September 1, 2002.

VI

Registered Office and Agent

The address of this corporation's initial registered office is **5268 Tamiami Court, Cape Coral, Florida 33904** and the name of its initial registered agent at said address is **JENNIFER COE DRISCOLL**.

VII

Incorporator

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

**JENNIFER COE DRISCOLL
5268 Tamiami Court
Cape Coral, FL 33904**

VIII

Board of Directors

The business of the corporation shall be managed by its board of directors. The name and address of the person who shall serve as the initial Director of the Corporation, and who is authorized by law to practice as a nurse anesthetist in the State of Florida and who will also be the original shareholder of the corporation is as follows:

**JENNIFER COE DRISCOLL
5268 Tamiami Court
Cape Coral, FL 33904**

The initial Director shall hold office until her successors are elected and qualified as provided in the By-laws. Thereafter, the term of office of each Director shall be for a one (1) year period and until the election and qualification of a successor. The number of Directors may be increased or decreased as authorized by the shareholders of the

corporation.

IX

Officers

The name and address of the person who will be the initial officer of the Corporation, is as follows:

| Name | Address | Office |
|------------------------------|--|--|
| JENNIFER COE DRISCOLL | 5268 Tamiami Court Cape Coral, FL 33904 | President/ Secretary/ Treasurer |

X

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

XI

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be a valid as though it had been authorized at a meeting of the Board of Directors.

XII

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes

legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

XIII

Restraint on Alienation of Share

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has

been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice as a nurse anesthetist in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

XIV

Indemnification

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

XV

Dissolution

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held.

XVI

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in

compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 21 day of August, 2002.

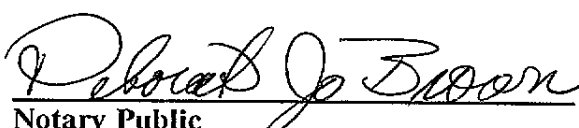

JENNIFER COE DRISCOLL, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JENNIFER COE DRISCOLL, who is personally known to me and who executed the foregoing instrument and acknowledged before me the execution thereof.

21st WITNESS my hand and official seal in the County and State last aforesaid this day of August, 2002.




Notary Public

ACCEPTANCE BY REGISTERED AGENT

JENNIFER COE DRISCOLL, Registered Agent, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.


JENNIFER COE DRISCOLL

FILED
02 AUG 26 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA