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Monday, March 3, 2003

Division of Corporations

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To:
Division of Corporations
Fax Number : (850) 305-0381

From:
Account Name : BRUCE A. HAUGHT, P.A.
Account Number : K1998000079
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FLORIDA PROFIT CORPORATION OR P.A.

LAWRENCE S. ENNIS, M.D., P.A.

Certificate of Status	0
Certified Copy	0
Page Count	03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
LAWRENCE S. ENNIS, M.D., P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed to provide mental health counseling services under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation is LAWRENCE S. ENNIS, M.D., P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be 4485 Furling Ln., Destin, FL 32541

ARTICLE III - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of providing anesthesia services. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V - CAPITAL STOCK

The capital stock of the professional service corporation shall be One Thousand shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to provide anesthesia services in the State of Florida.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The address of the initial registered agent of this professional service corporation is 385 Highway 98, Suite 220, Destin, FL 32541. The name of the initial registered agent at that address is Bruce A. Haught

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

LAWRENCE S. ENNIS, M.D.
4485 Furling Ln.
Destin, FL 32541

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is Bruce A. Haught, 385 Highway 98, Suite 220, Destin, FL 32541.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XI - RESTRAINT ON ALIENATION OF SHARES

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

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shareholder becomes legally disqualified to provide anesthesia services in the State of Florida, is elected to 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.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 3rd day of February, 2003.



Bruce A. Haught, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is LAWRENCE S. ENNIS, M.D., P.A.
2. The name and address of the registered agent and office is Bruce A. Haught, 385 Highway 98, Suite 220, Destin, FL 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the 3rd day of February, 2003


Bruce A. Haught, Registered Agent

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