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6/18/03

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June 12, 2003

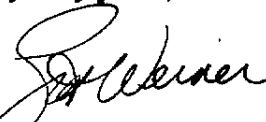
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Bayou Anesthesia & Pain Management Associates, P.A.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced, together with our check no. 2063 in the amount of \$78.75 as the filing fee, acceptance of registered agent fee, and fee for furnishing us a Certified Copy of the Articles. Thank you for your assistance with this filing.

Very truly yours,



Sidney Werner

SW/gel
Enclosures

cc: Todd S. Traub

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BAYOU ANESTHESIA & PAIN MANAGEMENT ASSOCIATES, P.A.,
A PROFESSIONAL ASSOCIATION**

The undersigned, all of whom are duly licensed to practice in the State of Florida, desiring to form a professional association in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation:

I. NAME

The name of the professional Corporation is BAYOU ANESTHESIA & PAIN MANAGEMENT ASSOCIATES, P.A.

II. PURPOSE

The purpose for which the Corporation is organized is to engage in and carry on all branches of the practice of medicine or management of the practice of medicine dealing with anesthesia and pain management within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and

dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all powers conferred on corporations by the laws of the State of Florida.

(f) To invest the funds of the Corporation in real properties, mortgages, bonds, or other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Professional Service Corporation Act as presently enacted and as may be amended or superseded by any other statute.

III. DURATION

The term of existence of the Corporation is perpetual.

IV. REGISTERED OFFICE

The street address of the Corporation's initial registered office is 7286 Sawgrass Point Drive, Pinellas Park, FL 33782. The initial registered agent at the registered office is Todd S. Traub.

V. PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 7286 Sawgrass Point Drive, Pinellas Park, FL 33782.

VI. 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 or management of the practice of medicine dealing with anesthesia and pain management within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by the Corporation, acting through its duly elected officer, and no officer, employee, or agent

shall enter in any contract, written or verbal, for professional services with any patient.

This provision shall not be applicable to the extent it conflicts with the law or the professional rules of medicine.

VII. INCORPORATORS

The name and address of the each incorporator is:

<u>Name</u>	<u>Address</u>
Todd S. Traub	7286 Sawgrass Point Drive Pinellas Park, FL 33782

VIII. DIRECTORS

The initial Board of Directors shall consist of one member. The names and addresses of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Todd S. Traub	7286 Sawgrass Point Drive Pinellas Park, FL 33782

IX. SHARE STRUCTURE

Number and Type

9.1. The maximum number of shares that the Corporation is authorized to have outstanding is 7,500 shares. Par value is One dollar (\$1.00).

Restrictions on Issuance and Transfer

9.2 No share of stock of this Corporation shall be issued or transferred to any person who is not a physician duly licensed to practice medicine in the State of Florida.

Shareholders' Actions

9.5 To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote on that action) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

X. INTERESTED DIRECTORS AND OFFICERS

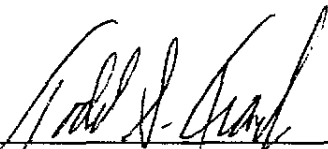
A director or officer of the Corporation shall not be disqualified from office solely because the director or officer dealt or contracted with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable by reason of the fact that any director or officer of this Corporation is

also a member of a firm; an officer, director, shareholder or trustee of the corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed to the members of the board present at any meeting of the Board of Directors at which action on the transaction is taken. The transaction must be authorized by an affirmative vote of the majority of the directors who have no direct or indirect interest in the transaction. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction. No interested director may vote to authorize, ratify, or approve the transaction. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or equity to the contrary, his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

**XII. ELECTION UNDER PROFESSIONAL
CORPORATION ACT**

The Corporation elects to be governed by the provisions of the Professional Service Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation on June 10, 2003.

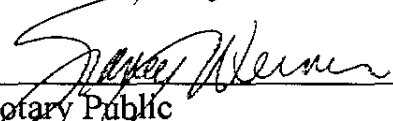


Todd S. Traub, Incorporator

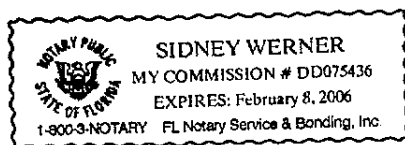
STATE OF FLORIDA
COUNTY OF PINELLAS

On June 10, 2003, before me, the undersigned Notary Public, personally appeared Todd S. Traub, known to me to be the person whose name is subscribed to this document, and acknowledged that he executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.

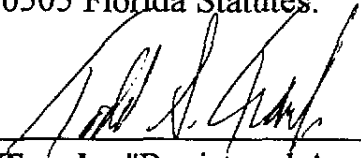


Notary Public
My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Todd S. Traub, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 Florida Statutes.



Todd S. Traub, "Registered Agent"

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