

PO3000095749

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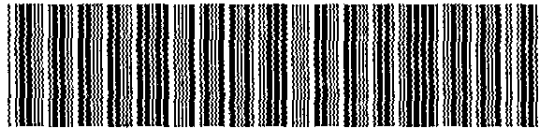
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*DR
8/25/04*

CSC

CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 862103 9104A

AUTHORIZATION *Patricia Pajaro*

COST LIMIT : \$ 43.75

ORDER DATE : August 25, 2004

ORDER TIME : 12:12 PM

ORDER NO. : 862103-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight Llp
Suite 1600
200 Central Avenue
St Petersburg, FL 33701

DOMESTIC AMENDMENT FILING

NAME: PEDIATRIC ANESTHESIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER'S INITIALS: _____

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
PEDIATRIC ANESTHESIA, INC.**

Pursuant to the provisions of Chapters 607 and 621, Florida Statutes, this corporation, PEDIATRIC ANESTHESIA, INC., adopts the following Articles of Amendment to its Articles of Incorporation, filed with the Secretary of State for the State of Florida on September 2, 2003, as document number P03000095749.

The following amendments are made:

**ARTICLE I
NAME**

The name of this Corporation is PEDIATRIC ANESTHESIA, P.A.

ARTICLE III

NATURE OF PROFESSIONAL BUSINESS

- a) The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- b) The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.

ARTICLE VI

**LOSS OF LICENSE;
SEVERANCE AND TERMINATION OF EMPLOYMENT**

a) If any officer, director, shareholder, agent, employee, or shareholder of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or

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accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.

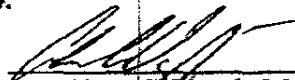
b)The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.

c)The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

d)However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

The Stockholders of the corporation approved these Articles of Amendment on August 23 2004. The number of votes cast for the Articles of Amendment by the Stockholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as President, has executed this Amendment on behalf of this corporation this 23 day of August 2004.



Glenn Z. Vaughn, M.D.
President