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Marikay Stewart Attorney at Law 101 N. Woodland Blvd., Suite 212 DeLand, Florida 32120

Telephone (904) 134-1633

Fax (904) 734-2475

October 2, 2003

Secretary of State Division of Corporations Room 2001 Capital Bidg. Tallahassee, Florida 32301

RE: Incorporation of Warhorse Anesthesia, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation and Designation and Acceptance of Resident Agent for Warhorse Ancethesia, Inc. Also enclosed is my check #660 in the amount of \$70.00 for your filing fee for the Articles of Incorporation and Designation and Acceptance of Registered Agent.

Please contact my office if you have any questions. Thank you for your assistance in this matter.

Sincerely

Marikay Stewart

MS/Hw

Encls: original Articles of Incorporation

original Designation & Acceptance of Resident Agent

check #660 (\$70.00)

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ARTICLES OF INCORPORATION

OF

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WARHORSE ANESTHESIA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional service corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be WARHORSE ANESTHESIA, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be providing professional anesthesia and consulting services.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any time is One Hundred (100) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall be at least One Thousand Dollars (\$1,000.00).

ARTICLE V

TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI

ADDRESS OF CORPORATION

The initial street address of the principal office of this corporation in the State of Florida will be 1801 South Riverside Drive, Edgewater, Florida 32132 and the mailing address of said corporation will be the same. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The initial number of Directors of this corporation shall be two (2).

The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

The names of the initial members of the Board of Directors, to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

President/Secretary: Ross A. Fitch

Vice President/Treasurer: Michele A. Fitch

ARTICLE VIII

SUBSCRIBER TO ARTICLES

The name and address of the subscriber to these Articles of Incorporation is:

Ross A. Fitch 1801 South Riverside Drive Edgewater, Florida 32132

ARTICLE IX

AUTHORIZATION OF INCORPORATION

This corporation shall be deemed to be in effect upon execution of these Articles of Incorporation.

ARTICLE X

AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

JIN WITNESS WHEREOF, I have hereunto set my hand and seal this _____

September, 2003.

ROSS A. FITO

President

STATE OF FLORIDA COUNTY OF VOLUSIA

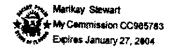
BEFORE ME, the undersigned authority, personally appeared ROSS A. FITCH, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal this

day of September, 2003

NOTARY PUBLAC, State of Florida

My commission expires:



CERTIFICATE DESIGNATING PLACE OR BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That Warhorse Anesthesia, Inc., desiring organization under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Edgewater, County of Volusia, State of Florida, has named Ross A. Fitch, 1801 South Riverside Drive, Edgewater, Florida 32132, as it agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the places designated in this certificate, I hereby accept said designation and agree to comply with the provisions of said Act relative to said capacity.

ROSS A. FITCH

Resident Agent

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