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10/8/03

*Marikay Stewart*  
*Attorney at Law*  
*101 N. Woodland Blvd., Suite 212*  
*DeLand, Florida 32720*

*Telephone*  
*(904) 734-1633*

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*(904) 734-2475*

October 2, 2003

Secretary of State  
Division of Corporations  
Room 2001  
Capital Bldg.  
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 Anesthesia, 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*  
Marikay Stewart

MS:ldw

Encls: original Articles of Incorporation  
original Designation & Acceptance of Resident Agent  
check #660 (\$70.00)

FILED  
2003 OCT -6 PM 3:34  
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TALLAHASSEE FLORIDA

EFFECTIVE DATE  
10/2/03

ARTICLES OF INCORPORATION  
OF

WARHORSE ANESTHESIA, INC.

FILED

2003 OCT -6 PM 3:34

CLERK OF STATE  
TALLAHASSEE FLORIDA

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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2<sup>d</sup> day of October ~~September~~, 2003.

  
ROSS A. FITCH  
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 2<sup>d</sup> day of October ~~September~~, 2003.

  
NOTARY PUBLIC, State of Florida

My commission expires:



Marikay Stewart  
My Commission CC985783  
Expires January 27, 2004

**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 its 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

**FILED**  
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TALLAHASSEE FLORIDA