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Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

NTC Anesthesia, P.A.

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**ARTICLES OF INCORPORATION
OF**

NTC ANESTHESIA, P.A.

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The undersigned incorporator, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I- NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation will be NTC Anesthesia, P.A. The principal office and mailing address for the corporation will be 17137 Magnolia Island Boulevard, Clermont, Florida 34711.

ARTICLE II- GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation will be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services will be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

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ARTICLE III- CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share

ARTICLE IV- REGISTERED AGENT AND REGISTERED OFFICE

The initial street address of the registered office of this corporation in the State of Florida is 17137 Magnolia Island Boulevard, Clermont, Florida 34711. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is D. Scot Ghivizzani, M.D. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V- TERM OF EXISTENCE

This corporation will commence its existence on the date these Articles of Incorporation are filed with the Secretary of State for the State of Florida and will exist perpetually unless dissolved according to law.

ARTICLE VI- BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation will be two (2).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but will never be less than one (1).
- C. The name and street addresses of the initial members of the Board of Directors, to hold office for the first year of existence of this corporation or until their successor is elected or appointed and has qualified, are:

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<u>Name</u>	<u>Street Address</u>
D. Scot Ghivizzani, M.D.	17137 Magnolia Island Boulevard Clermont, Florida 34711
Julie H. Hughes, M.D.	17137 Magnolia Island Boulevard Clermont, Florida 34711

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal will be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director will be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VII- INCORPORATOR

The following is the name and street address of the person signing these Articles of Incorporation, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
D. Scot Ghivizzani, M.D.	17137 Magnolia Island Boulevard Clermont, Florida 34711

ARTICLE VIII- SHAREHOLDERS

Shares of this corporation's capital stock will be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

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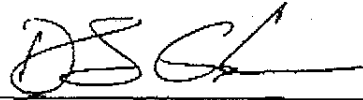
ARTICLE IX- BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation will be vested in the Board of Directors and the shareholders.

ARTICLE X- INDEMNIFICATION

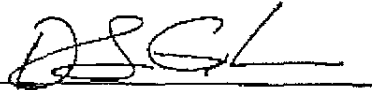
The corporation will indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of Decmeber, 2004.



D. Scot Ghivizzani, M.D.

Having been named Registered Agent for the above Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the obligations set forth in Section 607.0505, Florida Statutes.



D. Scot Ghivizzani, M.D.

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