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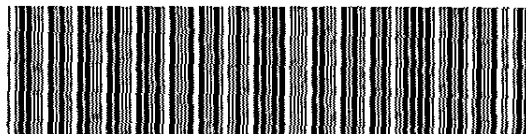
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05 JUN 15 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.26

TRANSMITTAL LETTER

June 10, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Sweet Dreams Anesthesia, P.A.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$87.50 filing fee, certified copy and Certificate

FROM: James A. Byrne, Esquire
540 - 4th Street North
St. Petersburg, Fl 33701
(727) 898-3273



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 15, 2005

JAMES A. BYRNE
540-4TH STREET NORTH
ST. PETERSBURG, FL 33701

SUBJECT: SWEET DREAMS ANESTHESIA, P.A.
Ref. Number: W05000029553

We have received your document for SWEET DREAMS ANESTHESIA, P.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filings Section

Letter Number: 605A00041530

Please not address in Art I. Thanks

RECEIVED
05 JUN 23 AM 10:56
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR SWEET DREAMS ANESTHESIA, P.A.**

05 JUN 15 PM 4:03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned attorney at law, on behalf of a natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

NAME OF CORPORATION

The name of the corporation shall be SWEET DREAMS ANESTHESIA, P.A., whose principal office and mailing address is 341 - 4th Avenue South, St. Petersburg, FL 33701.

II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged by medical doctors.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

A. The maximum shares of stock that the corporation is authorized to have outstanding at any time shall be 6000 shares of common stock at \$1.00 per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

DURATION

The Corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial registered office is 540 - 4th Street North, St. Petersburg, Fl 33701, and the name of its initial registered agent is James A. Byrne, Esquire.

VI
INCORPORATOR

The name and address of the Incorporator is as follows: James A. Byrne, Esquire, 540 - 4th Street North, St. Petersburg, FL 33701.

VII
BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are: Lora Lee Brown, M.D., 341 - 4th Ave. So., St. Petersburg, FL 33701.

VIII
INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not

thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

INFORMAL DIRECTOR ACTION

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

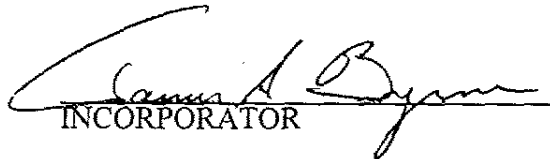
XIII

EFFECTIVE DATE

Pursuant to Section 607.0203, Florida Statutes, the effective date of incorporation shall be

June 10, 2005.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 10th day of June, 2005.

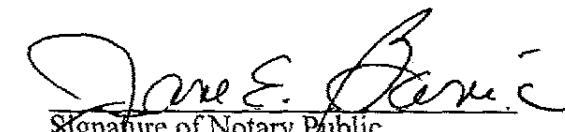

INCORPORATOR

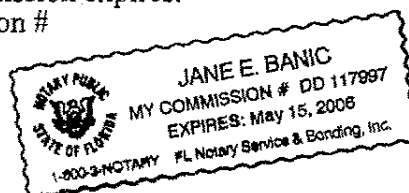
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared James A. Byrne, Esquire, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at St. Petersburg, in the said County and State, this 10th day of June, 2005.


Signature of Notary Public
Print:
State of Florida at Large (Seal)
My Commission expires:
Commission #



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

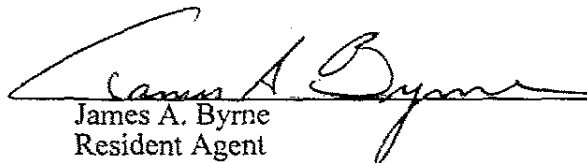
* * * * *

Pursuant to Chapter 48.091, Florida statutes, the following is submitted, in compliance with said Act:

FIRST: SWEET DREAMS ANESTHESIA, P.A., desiring to organize under the laws of the State of Florida with its registered office as in the Articles of Incorporation at: 540 - 4th Street North, St. Petersburg, Florida, 33701, has named JAMES A. BYRNE as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at 540 - 4th Street North, St. Petersburg, Florida, 33701, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


James A. Byrne
Resident Agent

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05 JUN 15 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA