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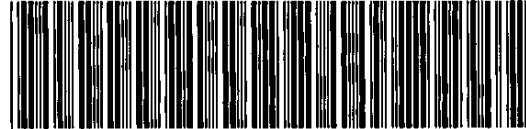
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

06 JUN 14 PM 2:40
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TALLAHASSEE, FLORIDA

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D. WHITE JUN 15 2006

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Jonathan C. Bennett, PA

Signature

Requested by:

SP 6/14/06 12:30
Name Date Time

Walk-In

Will Pick Up

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Articles of Incorporation of Jonathan C. Bennett, P.A.

The undersigned is/are duly licensed to practice nurse anesthesia in the State of Florida, and desire(s) to form a professional association in accordance with Ch. 621, 607, 464, 395, Fla. Stat. I therefore adopt the following Articles of Incorporation:

I. Name and Address of Corporate Office: The name of the Corporation is Jonathan C. Bennett, P.A. The initial corporate address and mailing address is 11601 Highbury Way, Tampa, Hillsborough County, Florida 33626.

II. Registered Office: The location and address of the Corporation's initial registered office in this State is Hess & Hess CPA's, P.A., 2881 Old Castle Drive, Winter Park, Orange County, FL 32792. The initial registered agent at the registered office is Hess & Hess CPA's, P.A.

III. Purpose: The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of nursing, and in particular that of advanced registered nurse practitioner(s)/anesthesiology, within the State of Florida, and to do those things that are necessary or proper in connection with that professional practice, including but not limited to the following:

A. to purchase, lease, or otherwise acquire, hold, and operate; and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

B. to enter into and make all necessary contracts for the conduct of its professional business with any person or business entity, and to perform, carry out, cancel, and rescind those contracts; provided, however, that at all times the Corporation shall be in full compliance and accord with Ch. 621, Fla. Stat., and Ch. 464, Fla. Stat., and Ch. 395, Fla. Stat., rules and regulations that are applicable hereto.

C. to borrow or raise money reasonably required in the conduct of its professional business, and in connection with any proper business activity in which the Corporation may be engaged and to execute and deliver any instruments that may be necessary to evidence the borrowing.

D. to form and become a participant in any partnership, limited partnership, or joint venture with any other individuals or business entities; provided, however, that at all times the Corporation shall be in full compliance and accord with Ch. 621, Fla. Stat., and the Ch. 464, Fla. Stat., and Ch. 395, Fla. Stat., rules and regulations that are applicable hereto.

E. to carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act that is legal under the laws of the State of Florida.

F. to restrict the manner in which the persons to whom its capital stock shall be issued or transferred, and to enact Bylaws to carry these restrictions into effect, as necessary.

G. to do everything advisable or convenient for the accomplishment of the Corporation purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation; provided, however, that at all times the Corporation shall be in full compliance and accord

with Ch. 621, Fla. Stat., and Ch. 464, Fla. Stat., and Ch. 395, Fla. Stat., rules and regulations that are applicable hereto.

IV. Duration: The term of existence of the Corporation is perpetual.

V. Professional Services: The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice as nurses, and in particular advanced registered nurse practitioner(s)/anesthesiology within the State of Florida. No Corporate Officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is delegated to the patient. This provision shall not be applicable to the extent it is in conflict with established law, or with the nursing professional rules of practice.

VI. Incorporator: The name and mailing address of the incorporator is: Jonathan C. Bennett, 11601 Highbury Way, Tampa, Hillsborough County, Florida 33626.

VII. Directors, Chairman, Shareholders, Officers: The Corporation's business shall be conducted and managed by its Directors in conformance with these Articles, and all applicable portions of the established Florida laws and related professional rules and regulations. The Corporate Bylaws may provide, at any time, for other corporate officials that the Director and Shareholder may deem necessary to conduct Corporate activities.

VIII. Shares and Shareholders: The initial maximum number of shares that the Corporation is authorized to have outstanding is five hundred (500).

A. The Corporate Shares shall be issued or transferred only to persons who are licensed to practice nurse anesthesiology in the State of Florida.

B. Shares with (\$1.00) par value may be issued pursuant to subscriptions taken by the incorporators for any reasonable consideration. After organization, shares without par value may be issued on such consideration as may be fixed by the Shareholders. The Shareholders may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the Shareholders and has been paid or delivered, shall be fully paid and nonassessable.

C. The Shareholders may fix and determine whether and what part of any Corporate surplus shall be used, declared in dividends, or paid to the Shareholders during the Corporation's life. The Shareholders may use any part or all of the surplus as is permitted by law for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, evidences of indebtedness, or other securities of the Corporation.

D. Consent by vote or otherwise of the Shareholders (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the Shareholders. In cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the Shareholders of that class.

E. The Corporation shall cause to be issued certificates of Shares only to Jonathan C. Bennett in good standing, duly licensed, or otherwise legally

authorized in the State of Florida to render the same professional services. The holder of record stock in this Corporation shall be treated as the holder in fact; and the Corporation shall not be bound to recognize any equitable or other claim to or interest in the shares by third parties.

F. The Corporation may not issue, nor may any Shareholder transfer any shares to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was organized, namely nurse anesthesiology.

G. If any employee, Officer, Director, or Shareholder of the Corporation becomes legally disqualified to render the professional services for which this Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, then he or she 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 such professional services. The Corporation shall forthwith, upon such disqualification of any Shareholder, purchase that Shareholder's shares at a reasonable value thereof, and pay him or her any other amounts owing and lawfully due to him or her by the Corporation; and such shares shall not be entitled to dividends or stock rights of any kind whatsoever.

IX. Stated Capital: The Corporation shall be sufficiently capitalized to begin and maintain its Corporate business and professional activities.

X. Amendment of Articles: The Corporation reserves the right to amend these Articles in the manner now or hereafter permitted by law, or by the authorization of the Shareholders or Directors. Any change authorized by the Shareholders entitling them to exercise a majority of the voting power of the Corporation shall be binding and conclusive on every Shareholder of the Corporation as fully as if each Shareholder had voted for the change. No Shareholder, notwithstanding that he or she may have voted against an amendment, or have objected to it in writing, shall be foreclosed from payment of the fair cash value of his or her shares or any other rights of a dissenting Shareholder.

XI. Interested Directors and Officers: A Shareholder, Officer, or Director of the Corporation shall not be disqualified from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void, voidable, or in any way adversely affected because any Shareholder or Officer is also a member of a firm; an Officer, Shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act.

A. The Shareholder, or Officer, or Director's interest, or possible interest, of any other firm, corporation, trust, or other entity shall be disclosed, or shall be, or have been made known to the Shareholders, Officers, or Directors present at any meeting of the Shareholders at which action on the transaction is taken. Any interested Shareholder may be counted in determining the existence of a quorum at any meeting of the Shareholders that authorizes or takes actions in respect to any such transaction; and any interested Shareholder may vote to authorize, ratify, or approve the transaction.

B. Any corporate Officer, Director, or Shareholder may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, was not interested in the act. If in any judicial (or other) inquiry the question of whether a Shareholder, Officer, or Director has acted in good faith is

material, the Officer or Shareholder's good faith shall be presumed in the absence of clear and convincing evidence and proof to the contrary.

XII. Indemnification: The Corporation shall indemnify each of its Officers and Directors against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction or settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a Shareholder or Officer of the Corporation.

A. The Corporation shall not, however, indemnify any Officer or Director until a majority of the Shareholders has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the Shareholders, that the Officer or Shareholder:

1. was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

2. acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

3. had no reasonable cause to believe that the conduct was unlawful (subject to criminal action, suit, or proceeding).

B. In making this determination, all of the Shareholders, including any Shareholder who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Shareholders.

C. Any Officer or Director employee who is entitled to indemnification from the Corporation must make a written demand on the Shareholders or on any Officer or Director for indemnification, and for the terms of this Section to become operative.

XIII. Amendment: The Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law, or by a resolution of the Shareholders or Directors.

In Witness Whereof, the undersigned executes these Articles of Incorporation on the date below.

Jonathan C. Bennett, P.A.


Jonathan C. Bennett, Pres.,
Dir., Incorporator

Certificate of Designation
Registered Agent/Registered Office

Pursuant to the provisions of § 607.0501, Fla. Stat., the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida:

1. The name of the Corporation is Jonathan C. Bennett, P.A.
2. The name and address of the registered agent and office is:

Hess & Hess CPA's, P.A.
2881 Old Castle Drive
Winter Park, FL 32792

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent, and agree to act in this capacity.

Hess & Hess CPA's, P.A.

By: Gene Hess, President
Name: Gene Hess

Title: Registered Agent

Date: 9 June, 2006

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06 JUN 14 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA