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**FLORIDA PROFIT/NON PROFIT CORPORATION
ENDOSCOPIC ANESTHESIA GROUP, P.A.**

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**ARTICLES OF INCORPORATION
OF
ENDOSCOPIC ANESTHESIA GROUP, P.A.**

The undersigned, 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, acting as the Incorporator of ENDOSCOPIC ANESTHESIA GROUP, P.A. (the "Corporation"), hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **ENDOSCOPIC ANESTHESIA GROUP, P.A.**

ARTICLE II - ADDRESS

The principal office address of the Corporation is 1817 N. Mills Avenue, Orlando, Florida 32803.

ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall 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 shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

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

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ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

ARTICLE V - DURATION

This Corporation shall exist perpetually.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

David L. Schick, Esq.

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be four (4).

B. The number of directors may be increased or decreased from time to time by the shareholders of the corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

C. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

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D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

ARTICLE VIII - INITIAL DIRECTOR AND OFFICERS

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

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
William B. Ruderman, M.D.	1817 N. Mills Avenue Orlando, Florida 32803	Director/President
Henry Levine, M.D.	1817 N. Mills Avenue Orlando, Florida 32803	Director/Treasurer
William Mayoral, M.D.	1817 N. Mills Avenue Orlando, Florida 32803	Director/Secretary
Marlon B. Ilagan, M.D.	1817 N. Mills Avenue Orlando, Florida 32803	Director/Assistant Secretary

ARTICLE IX - INCORPORATOR

The following is the name and address of the incorporator signing these Articles, 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>
William B. Ruderman, M.D.	1817 N. Mills Avenue, Orlando, Florida 32803

ARTICLE X - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued to individuals who are duly licensed to render services as a Doctor of Medicine or Doctor of Osteopathy under the laws of the State of Florida or professional service corporations legally authorized to render medical services under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his/her/its shares of stock therein except to another individual or professional service corporation who is eligible to be a shareholder of this corporation. No shareholder of this

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corporation shall 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/her/its shares.

ARTICLE XI - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal the Bylaws of this corporation.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue;

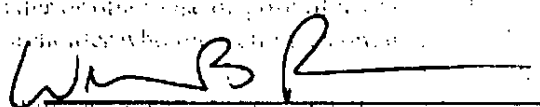
B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his/her/its shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this corporation or a shareholders agreement between this corporation and its shareholders setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plan.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

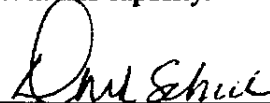
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of January, 2010.


William B. Ruderman, M.D., Incorporator

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of Endoscopic Anesthesia Group, P.A., I hereby accept and agree to act in this capacity.



David L. Schick, Esq.

I, _____, Secretary of State, do hereby certify that the foregoing is a true and correct copy of the original filed with me on _____, 2010.

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