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M AND M ANESTHESIOLOGY P.A.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
M AND M ANESTHESIOLOGY P.A.**

Pursuant to Florida Statute Sections 607.1006 and 607.1007, M AND M ANESTHESIOLOGY P.A. (the "Corporation"), hereby amends and restates the Articles of Incorporation of the Corporation to read in their entirety as follows:

ARTICLE I

Name

The name of the Corporation is M and M Anesthesiology P.A.

ARTICLE II

Initial Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is 616 Clubhouse Terrace, Pensacola, FL 32507-4604.

ARTICLE III

Shares

The Corporation shall have authority to issue 1,000 common shares with a par value of \$0.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 616 Clubhouse Terrace, Pensacola, FL 32507-4604 and the name of the Corporation's initial registered agent at that address is David Howell.

ARTICLE V

Incorporator

The name and address of the incorporator is Marina B. Howell, M.D., 616 Clubhouse Terrace, Pensacola, FL 32507-4604.

ARTICLE VI

Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure

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to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraphs in this Article VI by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII Effective Date

These Amended and Restated Articles of Incorporation of the Corporation shall be effective upon their filing with the Florida Department of State and shall supersede the original articles of incorporation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation on this 22 day of February, 2011.


Marina B. Howell, M.D., President
M and M Anesthesiology P.A.

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for M and M Anesthesiology P.A., at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 22 day of February, 2011.

REGISTERED AGENT:



David Howell

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CERTIFICATE

M and M Anesthesiology P.A., a Florida professional service corporation (the "Corporation"), through the action of the undersigned, the President of the Corporation, hereby certifies the following in accordance with Sections 607.1006 and 607.1007 of the Florida Statutes:

1. The name of the Corporation is M and M Anesthesiology P.A.
2. Articles I, II, III, IV, V, VI and VII in the Articles of Incorporation of the Corporation filed on March 9, 2010 are hereby deleted in their entirety, and the text of each amendment is set forth in Articles I, II, III, IV, V, VI and VII in the attached Amended and Restated Articles of Incorporation of M and M Anesthesiology P.A.
3. The text of each amendment set forth in Articles I, II, III, IV, V, VI and VII in the attached Amended and Restated Articles of Incorporation of M and M Anesthesiology P.A. were adopted by the Corporation's sole director and sole shareholder on February 22, 2011.
4. The text of each amendment set forth in Articles I, II, III, IV, V, VI and VII in the attached Amended and Restated Articles of Incorporation of M and M Anesthesiology P.A. were duly approved by the sole shareholder of the Corporation and the number of votes cast to approve the amendments by the sole shareholder was sufficient for approval.

IN WITNESS WHEREOF, this 22nd day of February, 2011, the undersigned, for purposes of certifying the information in the attached Amended and Restated Articles of Incorporation of M and M Anesthesiology P.A. and for purposes of meeting the requirements of Florida Statutes Sections 607.1006 and 607.1007, does hereby make and file this certification declaring and certifying that the facts stated herein are true.

M AND M ANESTHESIOLOGY P.A.

By: 
Marina B. Howell, M.D.
President