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FLORIDA PROFIT/NON PROFIT CORPORATION
UNDERWOOD ANESTHESIA SERVICES, INC.

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**ARTICLES OF INCORPORATION
OF
UNDERWOOD ANESTHESIA SERVICES, INC.**

2010 JUN 15 P 1:28

The undersigned, acting as the incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Underwood Anesthesia Services, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation in the State of Florida is 110 West Underwood Street, Orlando, Florida 32806.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE IV - INCORPORATOR

The name of the Incorporator is Douglas Oakley and his address is: 110 West Underwood Street, Orlando, Florida 32806.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The name of the initial registered agent of the corporation is Douglas Oakley and the address of the registered office shall be: 110 West Underwood Street, Orlando, Florida 32806.

ARTICLE VI - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE VII - CAPITAL STOCK

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The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is 4,000 which shall be designated Common Shares with no par value.

ARTICLE VIII - NO PREEMPTIVE RIGHTS

There shall be no preemptive rights for shareholders.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - BYLAWS

The power to adopt, amend, or repeal Bylaws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE XI - NUMBER OF DIRECTORS

The initial number of directors of the corporation shall be four (4) which number may be increased or decreased pursuant to the bylaws of the corporation.

ARTICLE XII - LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS, ETC.

The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Florida Business Corporation Act as the same may be supplemental and amended from time to time. The corporation shall, to the fullest extent legally permissible under the provisions of Florida Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation


at Orlando, Florida, on this 10 day of June 2010.

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INCORPORATOR:



DOUG OAKLEY
110 West Underwood Street
Orlando, Florida 32806
(as Incorporator)

2010 JUN 15 P 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, as registered agent appointed in accordance with the foregoing Articles of Incorporation for Underwood Anesthesia Services, Inc. does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.


DOUG OAKLEY
110 West Underwood Street
Orlando, Florida 32806
(as Registered Agent)

ACKNOWLEDGMENT

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me on June 10, 2010, 2010, by Doug Oakley as incorporator, who is personally known to me.


NOTARY PUBLIC-STATE OF FLORIDA



Judith A. Smith
Commission # DD598321
Expires October 9, 2010
Serving You Right - Insurance, Inc. 800-390-7510

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