

Division of Corporations

Page 1 of 2

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000264149 3)))



H110002641493ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
Account Number : 075410002172
Phone : (239)344-1100
Fax Number : (239)344-1200

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
OUTPATIENT ANESTHESIA OF SOUTHWEST FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

RECEIVED
11 NOV -4 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 NOV -4 AM 9:33

FAX AUDIT NO.: H11000264149 3

**ARTICLES OF INCORPORATION
OF
OUTPATIENT ANESTHESIA OF SOUTHWEST FLORIDA, INC.**

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE 1
NAME AND ADDRESS**

The name of this corporation shall be OUTPATIENT ANESTHESIA OF SOUTHWEST FLORIDA, INC. The initial principal business address of the corporation is 3949 Evans Avenue, Suite 102, Fort Myers, Florida 33901.

**ARTICLE 2
DURATION**

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

**ARTICLE 3
PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE 4
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have the authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

**ARTICLE 5
INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, are as follows:

NAME

ADDRESS

GUY E. WHITESMAN

1715 Monroe Street
Fort Myers, Florida 33901

FAX AUDIT NO.: H11000264149 3

11 NOV -4 AM 9:34

FAX AUDIT NO.: H11000264149 3

ARTICLE 6
DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1).

ARTICLE 7
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

ARTICLE 8
SHAREHOLDERS' AGREEMENT

In the event a Shareholders' Agreement exists and there are any inconsistencies in terms between these Articles of Incorporation and the Shareholders' Agreement, the terms of the Shareholders' Agreement will control.

ARTICLE 9
INCORPORATOR

The name and the address of the person signing these Articles of Incorporation are as follows:

NAME**ADDRESS**

CHARLES A. BISBEE

3949 Evans Avenue, Suite 102
Fort Myers, Florida 33901

These Articles of Incorporation have been executed this 31st day of October, 2011.



CHARLES A. BISBEE, Incorporator

Fax Server

11/4/2011 2:50:32 PM PAGE 1/004

Fax Server

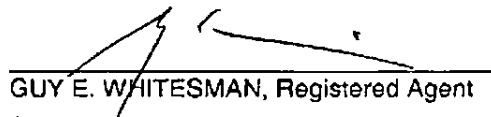
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 NOV -4 AM 9:33

FAX AUDIT NO.: H11000264149 3

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties 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 obligations of my position as registered agent.


GUY E. WHITESMAN, Registered Agent