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GLENN RASMUSSEN

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Share Exchange

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SECRETARY OF STATE
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ARTICLES OF SHARE EXCHANGE

Between

TAMPA BAY ANESTHESIOLOGY, P.A.

And

GULF-TO-BAY ANESTHESIOLOGY ASSOCIATES, P.A.

Tampa Bay Anesthesiology, P.A. ("Holding Company"), a Florida professional corporation, and Gulf-To-Bay Anesthesiology Associates, P.A. ("GTB"), a Florida professional corporation, execute the following Articles of Share Exchange to effectuate the acquisition of GTB by Holding Company by means of a share exchange pursuant to Section 607.1102 of the Florida Business Corporation Act, Chapter 607, *Florida Statutes* (the "Share Exchange");

ARTICLE I
PLAN OF SHARE EXCHANGE

The plan of share exchange between GTB and Holding Company (the "Plan of Share Exchange") is as follows:

1.1 Parties to Share Exchange. The parties to the Share Exchange are GTB, the shares of which are being acquired, and Holding Company, which is the acquiring corporation.

1.2 The Share Exchange. Subject to the terms and conditions of this Plan of Share Exchange and in accordance with the Florida Business Corporation Act, at the effective time of the Share Exchange specified in Article II below (the "Effective Time"), Holding Company shall acquire all the outstanding common stock of GTB as follows:

- (a) Holding Company shall acquire all the shares of Class A common stock, par value \$.01 per share, of GTB (the "GTB Class A Stock") that are issued and outstanding immediately before the Effective Time in exchange for an equal number of shares of Class A common stock, par value \$.01 per share, of Holding Company ("Holding Company Class A Stock"); and
- (b) Holding Company shall acquire all the shares of Class B common stock, par value \$.01 per share, of GTB (the "GTB Class B Stock") that are issued and outstanding immediately before the Effective Time in exchange for an equal number of shares of Class B common stock, par value \$.01 per share, of Holding Company ("Holding Company Class B Stock").

As a result of the Share Exchange, GTB will become a wholly owned subsidiary of Holding Company, and the separate corporate existence of both GTB and Holding Company will continue. Promptly after these Articles of Share Exchange are fully executed, Holding Company shall deliver them to the Department of State of Florida (the "Department") for filing and pay to the Department all fees required for their filing and to effectuate the Share Exchange.

1.3 Conversion of Shares. At the Effective Time, (a) each share of GTB Class A Stock issued and outstanding immediately before the Effective Time will be exchangeable for, and converted into solely a right to receive, one share of Holding Company Class A Stock, and (b) each share of GTB Class B Stock issued and outstanding immediately before the Effective Time will be exchangeable for, and converted into solely a right to receive, one share of Holding Company Class B Stock, in each case without any further action by any record holder of GTB Class A Stock or GTB Class B Stock, except for the surrender to Holding Company of the certificate or certificates representing those shares. As a result of the Share Exchange, a record holder of shares of GTB Class A Stock at the Effective Time will become the owner of a right to receive from Holding Company an equal number of shares of Holding Company Class A Stock, and a record holder of shares of GTB Class B Stock at the Effective Time will become the owner of a right to receive from Holding Company an equal number of shares of Holding Company Class B Stock.

1.4 Exchange of Certificates. After the Effective Time, Holding Company shall transfer to each record holder of GTB common stock at the Effective Time, whether GTB Class A Stock or GTB Class B Stock ("GTB Stock"), a

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certificate representing an equal number of shares of the same class of Holding Company common stock, upon surrender of, and in exchange and substitution for, each certificate representing the shares of GTB Stock registered in the name of that holder (a "GTB Certificate"), duly indorsed in blank by the record holder. Delivery to Holding Company of shares of GTB Stock will occur, and risk of loss and title to those shares will pass to Holding Company, when Holding Company receives a GTB Certificate representing the shares, duly indorsed in blank by the record holder of the GTB Certificate. At all times after the Effective Time, a GTB Certificate that has not been surrendered to Holding Company in the manner specified above will not be transferable on the stock record books of either GTB or Holding Company and will be treated for all corporate purposes, except payment of dividends and other distributions, as representing the ownership of the number of whole shares and class of Holding Company common stock into which the shares of GTB Stock represented by the certificate are exchangeable as a result of the Share Exchange. The holder of a GTB Certificate will not be entitled to receive any dividends or distributions in respect of either the shares of GTB Stock or the shares of Holding Company common stock into which the shares of GTB Stock represented by the certificate are exchangeable as a result of the Share Exchange, until the GTB Certificate is surrendered to Holding Company in the manner specified above. If a dividend or other distribution is paid by Holding Company in respect of its common stock after the Effective Time, but before a GTB Certificate is surrendered to Holding Company, the dividend or distribution payable in respect of the shares of Holding Company common stock into which the shares of GTB Stock represented by the unsurrendered GTB Certificate have been converted as a result of the Share Exchange will accrue and be paid to the holder of the unsurrendered GTB Certificate promptly after that GTB Certificate is surrendered to Holding Company in the manner specified above.

1.5 Amendment or Abandonment. A waiver, amendment, modification, or termination of the Plan of Share Exchange or any provision of it will be valid and effective only if approved by the Board of Directors of both GTB and Holding Company. GTB and Holding Company may abandon and terminate the Plan of Share Exchange at any time before the Effective Time with the approval of their Boards of Directors.

ARTICLE II EFFECTIVE DATE OF SHARE EXCHANGE

The Share Exchange will become effective on the date and at the time when these Articles of Share Exchange are filed with the Department.

ARTICLE III DATE OF ADOPTION OF PLAN OF SHARE EXCHANGE

The Plan of Share Exchange was adopted by written consent of the Board of Directors and shareholders of both GTB and Holding Company, effective March 9, 2012.

EXECUTED: March 15, 2012

TAMPA BAY ANESTHESIOLOGY, P.A.

By: 
Devanand Mangar, M.D., President

GULF-TO-BAY ANESTHESIOLOGY
ASSOCIATES, P.A.

By: 
Devanand Mangar, M.D., President

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