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SECRETARY OF STATE  
ALLIANCE, 1100 W. 10th St., Suite 1000, Oklahoma City, OK 73101

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DIVISION OF CORPORATIONS

3/10/15

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 533385 4805411

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : March 9, 2015

ORDER TIME : 1:08 PM

ORDER NO. : 533385-005

CUSTOMER NO: 4805411

DOMESTIC FILING

NAME: FM MERGER SUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: \_\_\_\_\_

## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** FM MERGER SUB, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Catherine V. Riley Esq.  
\_\_\_\_\_  
Name (Printed or typed)

Ropes & Gray LLP, 1211 Avenue of the Americas  
\_\_\_\_\_  
Address

New York, NY 10036-8704  
\_\_\_\_\_  
City, State & Zip

(212) 596-9647  
\_\_\_\_\_  
Daytime Telephone number

Catherine.Riley@ropesgray.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

## ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### **ARTICLE I NAME**

The name of the corporation shall be: FM Merger Sub, Inc.

### **ARTICLE II PRINCIPAL OFFICE**

Principal street address

Mailing address, if different is:

450 East Las Olas Blvd., Suite 850

Ft. Lauderdale, Florida 33301

### **ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: A. To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

B. 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.

### **ARTICLE IV SHARES**

The number of shares of stock is: 100 shares, par value \$0.001/share

### **ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Kristen Bratberg, Sole Director

Name and Title: \_\_\_\_\_

Address c/o U.S. Anesthesia Partners, Inc.

Address: \_\_\_\_\_

450 East Las Olas Blvd., Suite 850

Ft. Lauderdale, Florida 33301

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

(cont.)

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_  
Address \_\_\_\_\_ Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

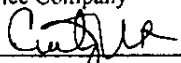
Name: Corporation Service Company  
Address: 1201 Hays Street  
Tallahassee, FL 32301

**ARTICLE VII INCORPORATOR**


The name and address of the Incorporator is:

Name: Catherine V. Riley Esq.  
Address: Ropes & Gray LLP, 1211 Avenue of the  
Americas, New York, NY 10036-8704

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*  
Corporation Service Company

By:  Courtney Williams 03.09.15  
Required Signature/Registered Agent Asst. Vice President Date

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

 3/9/15  
Required Signature/Incorporator Date