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## DOMESTICATION

Phoenix Anesthesia Services of Florida, P.A.

Certificate of Status	0
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Page Count	06
Estimated Charge	\$128.75

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**ARTICLES OF DOMESTICATION FOR  
FOREIGN CORPORATION DOMESTICATING TO FLORIDA**

The undersigned, Brian Novinska, M.D., President of Phoenix Medical Services of Wisconsin, S.C., a Wisconsin service corporation, in accordance with s. 607.11922, Florida Statutes, does hereby submit these Articles of Domestication.

1. The name of the domesticating corporation is Phoenix Medical Services of Wisconsin, S.C., a Wisconsin service corporation (the "Domesticating Corporation").

2. The jurisdiction and date of formation when the Domesticating Corporation was first formed, incorporated, or otherwise came into being was in Wisconsin on June 2, 2020.

3. The name of the Domesticating Corporation immediately prior to the filing of these Articles of Domestication was Phoenix Medical Services of Wisconsin, S.C.

4. The name of the domesticated corporation, as set forth in the attached Articles of Incorporation, to be filed pursuant to s. 607.0202 and 607.0401, Florida Statutes, is Phoenix Anesthesia Services of Florida, P.A. (the "Domesticated Corporation")

5. The jurisdiction of formation of the Domesticated Corporation is Florida.

6. The domestication of the Domesticating Corporation has been approved in accordance with the applicable laws of the State of Wisconsin.

7. The effective date of the domestication shall be the date these Articles of Domestication and attached Articles of Incorporation are filed with the Florida Department of State.

*[Signature Page Follows]*

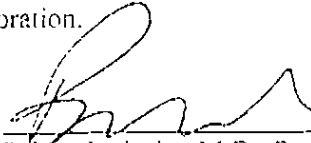
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The undersigned hereby certifies that he is authorized to sign these Articles of Domestication on behalf of the Domesticating Corporation.

  
\_\_\_\_\_  
Brian Novinska, M.D., President

Date: 3/9/23

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*[Signature Page for Articles of Domestication]*

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**ARTICLES OF INCORPORATION  
OF  
PHOENIX ANESTHESIA SERVICES OF FLORIDA, P.A.**

The undersigned incorporator, Brian Novinska, M.D., a natural person competent to contract, and licensed to render services as a physician under the laws of the State of Florida, hereby presents these Articles of Incorporation for the formation of a corporation under the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is PHOENIX ANESTHESIA SERVICES OF FLORIDA, P.A. (hereinafter the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The initial mailing address and initial principal address of the Corporation is 5660 Dunbar Circle, Milton, Florida 32583.

**ARTICLE III - NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation shall be:

(a) To engage in every phase and aspect of the business of rendering professional services that a physician duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida.

(b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other types of investment, and to own real and personal property necessary for the rendering professional services.

(c) To do everything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the 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 of the purposes or objectives of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

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**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock at One Dollar (\$1.00) par value. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1986.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The initial registered agent of the Corporation is Brian Novinska, M.D., and the initial address for that registered agent is 5660 Dunbar Circle, Milton, Florida 32583.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Brian Novinska, M.D.  
5660 Dunbar Circle  
Milton, Florida 32583

**ARTICLE VII - INCORPORATOR**

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

Brian Novinska, M.D.  
5660 Dunbar Circle  
Milton, Florida 32583

**ARTICLE VIII - COMMENCEMENT OF CORPORATE EXISTENCE**

The date for commencement of the Corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES**

The stockholders of the Corporation shall have the power to include in the bylaws, adopted by a majority of the stockholders of the Corporation, or in a separate agreement executed by the parties to be bound by such agreement, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding stock of the Corporation. Provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of the Corporation may sell or transfer his

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or her stock therein except to another individual who is eligible to be a stockholder of the Corporation. If any stockholder becomes legally disqualified to practice medicine or accepts employment that places restrictions or limitations upon his or her continued rendering of professional services, such stockholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the bylaws or agreement adopted by the stockholders.

ARTICLE X – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.


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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date set forth below.

  
\_\_\_\_\_  
BRIAN NOVINSKA, M.D.  
Date: 3/9/23

ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Phoenix Anesthesia Services of Florida, P.A. Further, I am familiar with and accept the duties and obligations of such designation.

  
\_\_\_\_\_  
BRIAN NOVINSKA, M.D.

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