

Division of Corporations

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Division of Corporations  
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## BASIC AMENDMENT

THE ANESTHESIA GROUP OF SARASOTA, P.A.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 21, 2000

THE ANESTHESIA GROUP OF SARASOTA, P.A.  
3290 BEE RIDGE ROAD  
BLDG A SUITE B  
SARASOTA, FL 34233US

SUBJECT: THE ANESTHESIA GROUP OF SARASOTA, P.A.  
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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE ANESTHESIA GROUP OF SARASOTA, P.A.

FILED  
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TALLAHASSEE, FLORIDA

The Articles of Incorporation of The Anesthesia Group of Sarasota, P.A., a Florida corporation (the "Corporation"), are hereby amended and restated as follows:

ARTICLE I

The name of the Corporation shall be The Anesthesia Group of Sarasota, P.A. The effective date of incorporation shall be August 1, 1993.

ARTICLE II

The general nature of the business or businesses to be conducted by the Corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

(a) To engage in every aspect of the practice of medicine, including, without limitation, the practice of anesthesiology;

(b) To engage in and render the professional services herein permitted and authorized only through its officers, employees, and agents who are physicians in good standing and duly licensed or otherwise legally qualified and authorized within the State of Florida to render the same professional services as the Corporation;

(c) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments;

(d) To own real estate and personal property necessary for the rendering of the professional services hereby authorized.

This Corporation shall engage in no active business other than the rendering of professional services for which it is hereby specifically incorporated.

ARTICLE III

(a) The capital stock of the Corporation shall be divided into 10,000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. Each of the said shares of stock shall entitle the holder thereof to one vote at any meeting of the Shareholders.

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(b) All or any part of said capital stock may be paid in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

(c) Shares of the Corporation's stock and certificates therefor shall be issued only to physicians in good standing and duly licensed within the State of Florida and legally authorized to render the same professional services as the Corporation.

(d) No holder of any class of stock of the Corporation shall have preemptive or preferential rights to subscribe to, purchase, or receive any shares of any class of stock of the Corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase, shares of any class of stock of the corporation issued or sold, or proposed to be issued or sold, or with respect to which options or warrants shall be granted.

(e) Shares of the Corporation's stock and certificates therefor shall be issued only in accordance with these Articles of Incorporation and the Bylaws of the Corporation.

#### ARTICLE V

This Corporation shall have perpetual existence.

#### ARTICLE VI

The principal offices of the Corporation shall be located at 3920 Bee Ridge Road, Building A, Suite B, Sarasota, Florida 34233, and its mailing address is the same, but the Corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

#### ARTICLE VII

This Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time as provided for in the Bylaws, but shall never be less than one. Each Director shall be an active member of the medical profession in good standing and duly licensed as a physician legally authorized within the State of Florida to render the same professional services as the Corporation. The names of the initial Directors are as follows:

Kenneth Blau, M.D.  
George Kozma, M.D.  
Janice Wang, M.D.

and the address for each of the said directors is 3920 Bee Ridge Road, Building A, Suite B, Sarasota, Florida 34233.

Except as provided otherwise herein or in the Bylaws, a quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Notwithstanding the foregoing, (a) shareholders may be admitted only upon the affirmative vote of 80% of all of the Directors, and (b) employment agreements with shareholders may be terminated by the Corporation only upon the

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affirmative vote of all of the Directors (excluding only the vote of any shareholder whose employment agreement with the Corporation is to be terminated). Subject to the foregoing, the Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a Director.

#### ARTICLE X

The time and place of the annual stockholders' meeting shall be fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected pursuant to the Bylaws of the Corporation.

#### ARTICLE XI

The Board of Directors shall have full power to fix compensation for the Board of Directors including any bonus or gratuity based upon the performance of additional services requested of any Director by the Board of Directors and to fix the compensation of any of the officers or any other member of the Board performing special services for the Corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

#### ARTICLE XII

The name and address of the current registered agent of the Corporation is Kenneth Blau, M.D. and the current address of the registered office of the Corporation is 3920 Bee Ridge Road, Building A, Suite B, Sarasota, Florida 34233.

#### ARTICLE XIII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

#### ARTICLE XIV

This 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 shareholders is subject to this reservation. These Articles of Incorporation may only be amended or repealed upon the affirmative vote of a majority of the Board of Directors and the affirmative vote of a majority of the shareholders.

#### ARTICLE XV

No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Director individually, or any firm of which any Directors may be a member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction of the Corporation,

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provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors of a majority thereof, and any Director of the Corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

**ARTICLE XVI**

The amendments contained herein were approved and adopted by written consent of the shareholders and the directors of the Corporation on July 1, 2000. The number of votes cast for the amendment by the shareholders and directors was sufficient for approval.

IN WITNESS WHEREOF, the President has executed these Articles of Amendment.

  
\_\_\_\_\_  
Kenneth Blau, M.D.  
President

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