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ACCT#: 075410003271

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NAME: MEADOWS ANESTHESIA SERVICE, P.A.

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Art. of Incorp.
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MEADOWS ANESTHESIA SERVICE, P.A.**

In accordance with Section 607.1007 of the Florida Statutes and Chapter 621 of the Florida Professional Service Corporation Act, the Articles of Incorporation, as amended, of Meadows Anesthesia Service, P. A., a Florida Professional Service Corporation (the "Corporation"), are hereby amended and restated (the "Amended and Restated Articles") to read in their entirety as follows:

ARTICLE I. - NAME OF CORPORATION

The name of the Corporation is MEADOWS ANESTHESIA SERVICE, P.A.

ARTICLE II. - MAILING AND PRINCIPAL ADDRESSES

The mailing address of the Corporation is One East Broward Boulevard, Suite 1300, Fort Lauderdale, FL 33301. The principal address of the Corporation is 1382 S.W. 13th Place, Boca Raton, FL 33486.

ARTICLE III. - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. - PURPOSE

The purpose of the Corporation is to engage in every aspect of the practice of anesthesiology, and all its fields and specialization, as are engaged in by anesthesiologists and any and all activity for which a corporation may be formed under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621 of the Florida Professional Service Corporation Act.

ARTICLE V. - CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be paid in lawful money or property, labor or services. Shares of the Corporation's stock and certificates shall be issued only to anesthesiologists in good standing and duly licensed or otherwise legally authorized with the State of Florida to render the same professional services as this Corporation.

ARTICLE VI. - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

Donn A. Beloff, Esquire
FL Bar No. - 222429
Holland & Knight LLP
One East Broward Blvd, Suite 1300
Fort Lauderdale, FL 33302
(954) 325-1000

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ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of ten (10) members. The number of directors may be either increased or diminished from time to time, as provided in the Bylaws of the Corporation, but shall never be less than one. The names of the Directors, whose address is the principal address of the Corporation, are:

William R. Welhaf, M.D.
Lawrence Libsch, M.D.
Ian Radford, M.D.
George R. Luck, M.D.
Alfredo Ramos, M.D.

Richard Lieberman, M.D.
Benzion Rogoff, M.D.
Raymond C. Castenholz, M.D.
Alan Frankel, M.D.
Steven Milstein, M.D.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX - AMENDMENT TO ARTICLES


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Florida Business Corporation Act.

The foregoing Amended and Restated Articles were adopted by means of a joint unanimous written consent of the Shareholders and Board of Directors of the Corporation dated as of July 17, 1997, in accordance with the terms of Sections 621.13, 607.0821 and 607.0704 of the Florida Statutes.

MEADOWS ANESTHESIA SERVICE, P.A.

By: 
William R. Welhaf, M.D., President

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**CERTIFICATE TO AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF MEADOWS ANESTHESIA SERVICE, P.A.**

The undersigned, William, R. Welhaf, M.D., President of Meadows Anesthesia Service, P.A., a Florida professional service corporation (the "Corporation"), does hereby certify as follows:

1. In accordance with Sections 621.13 and 607.1003 of the Florida Statutes, the Board of Directors of the Corporation recommended by written consent on July 17, 1997, that the shareholders of the Corporation approve, and the shareholders having approved by unanimous written consent dated July 17, 1997, the number of votes cast for the amendment by the shareholders being sufficient for such approval, in accordance with Sections 621.13, 607.1003 and 607.1006 of the Florida Statutes, the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto.
2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Sections 621.13 and 607.1007, Florida Statutes.

MEADOWS ANESTHESIA SERVICE, P.A.

By: William R. Welhaf
William R. Welhaf, M.D., President

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