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CCRS
105 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET

ACCT. #FCA-14

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-04/09/99--01042--022
*****35.00 *****35.00

CONTACT: CINDY HICKS

DATE: 4-9-99

REF. #: 0163. 6330

CORP. NAME: Universal Anesthesia Care, P.A.

Amended
Restated

- () ARTICLES OF INCORPORATION (X) ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION
() ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME
() CERT. OF AUTHORITY () LIMITED PARTNERSHIP () LIMITED LIABILITY
() REINSTATEMENT () MERGER () WITHDRAWAL
() CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3
() OTHER: Amended + Restated

FILED
99 APR -9 PM 3 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 4661 FOR \$ 35.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- () CERTIFIED COPY () CERTIFICATE OF STATUS (X) PLAIN STAMPED COPY

Examiner's Initials

DR
4/9/99

RECEIVED
99 APR -9 AM 10:18
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSAL ANESTHESIA CARE, P.A.**

FILED
99 APR -9 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNIVERSAL ANESTHESIA CARE, P.A., a professional service corporation duly organized and existing under the laws of the State of Florida, hereby certifies that the following Amended and Restated Articles of Incorporation were adopted by its shareholders and Board of Directors pursuant to that certain written consent in lieu of a special joint meeting dated March 25, 1999, which shareholder vote was sufficient for approval:

ARTICLE I
Name

The name of this Corporation is UNIVERSAL ANESTHESIA CARE, P.A. The mailing and street address of the Corporation is 2822 West Virginia Avenue, Tampa, Florida 33607.

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation.

ARTICLE III
Purpose

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

To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine or doctor of osteopathic medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional service shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida to perform said services.

ARTICLE IV
Powers

This Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by the stockholder or by the spouse or children of the stockholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation shall have two (2) classes of stock of which the maximum number of authorized shares outstanding at any one time shall be:

- (a) 5,000 shares of Class A voting common stock, with a par value of \$0.01 per share, which shall be designated "UAC-Hillsborough Class Stock"; and
- (b) 5,000 shares of Class B voting common stock, with a par value of \$0.01 per share, which shall be designated "UAC-AGO Class Stock".

The preferences, qualifications, limitations, restrictions and rights of the common stock shall be as follows:

(1) UAC-Hillsborough Class Stock:

- (A) Stock Price. All or any part of UAC-Hillsborough Class Stock may be paid for in cash, in property, or in labor or services.
- (B) Voting Rights. The holders of UAC-Hillsborough Class Stock shall be entitled to one (1) vote for each share of such stock held. In the election of directors of this Corporation there shall be no cumulative voting of the stock entitled to vote at such election.
- (C) Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the holders of record of outstanding UAC-Hillsborough Class Stock shall receive only the assets attributable on the books of this Corporation to the UAC-Hillsborough Care Center.
- (D) Preemptive Rights. Holders of UAC-Hillsborough Class Stock shall have no preemptive rights to subscribe for shares, obligations, warrants or other securities of stock of this Corporation whether now or hereafter authorized.
- (E) Redemption. UAC-Hillsborough Class Stock is not subject to redemption by this Corporation unless specifically agreed to by the stockholders.
- (F) Conversion. The holders of UAC-Hillsborough Class Stock shall have no right to convert such stock into any other class of stock of this Corporation.
- (G) Stock Transferability. Transferability of common stock shall be covered by the provisions of the corporate bylaws and any agreement by the stockholders and this Corporation consistent with the laws of the State of Florida.

(2) UAC-AGO Class Stock:

- (A) Stock Price. All or any part of UAC-AGO Class Stock may be paid for in cash, in property, or in labor or services.
- (B) Voting Rights. The holders of UAC-AGO Class Stock shall be entitled to one (1) vote for each share of such stock held. In the election of directors of this Corporation there shall be no cumulative voting of the stock entitled to vote at such election.
- (C) Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the

holders of record of outstanding UAC-AGO Class Stock shall receive only the assets attributable on the books of this Corporation to the UAC-AGO Care Center.

- (D) Preemptive Rights. Holders of UAC-AGO Class Stock shall have no preemptive rights to subscribe for shares, obligations, warrants or other securities of stock of this Corporation whether now or hereafter authorized.
- (E) Redemption. UAC-AGO Class Stock is not subject to redemption by this Corporation unless specifically agreed to by the stockholders.
- (F) Conversion. The holders of UAC-AGO Class Stock shall have no right to convert such stock into any other class of stock of this Corporation.
- (G) Stock Transferability. Transferability of common stock shall be covered by the provisions of the corporate bylaws and any agreement by the stockholders and this Corporation consistent with the laws of the State of Florida.

Stockholders of the Corporation shall hold only shares of one class of stock at any time, which shall be the class of stock of the Care Center to which the stockholder is assigned in accordance with the bylaws of the Corporation.

ARTICLE VI **Registered Office and Agent**

The street address of the registered office of this Corporation is Annis, Mitchell, Cockey, Edwards & Roehn, P.A., 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of its registered agent at such address is Joseph W.N. Rugg, Esquire.

ARTICLE VII **Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of this Corporation. Notwithstanding any provision of these Articles of Incorporation or of the bylaws of this Corporation to the contrary, the bylaws of this Corporation may be altered, amended, or repealed in whole or in part, and new bylaws may be adopted only by a majority vote of the holders of each class of stock.

ARTICLE VIII **Amendments**

Notwithstanding any provision of these Articles of Incorporation or of the bylaws of this Corporation to the contrary, these Articles of Incorporation may be amended only by a majority vote of the holders of each class of stock.

ARTICLE IX
Stockholder Meetings; Quorum; Voting by Class of Stock

A majority of the issued and outstanding shares of each class of stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than such number of shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum. Except as otherwise provided in these Articles of Incorporation or in the bylaws of this Corporation, if a quorum exists, a majority vote of each class of stock entitled to vote shall be required for stockholder action. Each class of stock shall elect one (1) director, and other directors shall be elected as provided in the bylaws of this Corporation. Any director elected by a class of stock may be removed, with or without cause, by a majority of the class of stock that elected such director, at any meeting of such stockholders whenever, in the judgment of such stockholders, the best interest of this Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the director removed. Each class of stock shall elect a Policy Committee pursuant to the bylaws of the Corporation.

WHEREUPON, this 8th day of April, 1999, this Corporation has caused its duly authorized officer to execute these Amended and Restated Articles of Incorporation so that, on the filing hereof, the Articles of Incorporation shall be deemed amended and restated accordingly.

UNIVERSAL ANESTHESIA CARE, P.A., a Florida
professional service corporation

By: _____

Its: _____

Title: George G. Alvarez, M.D.

#638222 v5 - 5378-001