

P95000044890

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.  
ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2349  
ORLANDO, FLORIDA 32802-2349

800 NORTH MAGNOLIA AVENUE  
SUITE 1800  
ORLANDO, FLORIDA 32803

(407) 841-1800  
FAX (407) 483-1831

WRITER'S DIRECT DIAL NO.  
(407) 478-3119

June 1, 1995

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

900001506439  
-06/06/95--01058--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Attention: New Filing Section

Re: Articles of Incorporation of  
Anesthesia Network, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Anesthesia Network, Inc., together with a check for \$70.00 to cover the \$35.00 filing fee and \$35.00 fee for designation of registered agent. After the Articles of Incorporation have been filed, please return the copy of the Articles of Incorporation, stamped with the date of filing, to this office.

Sincerely,

*Mary F. Fendle*  
Mary F. Fendle, Legal Assistant

:MFF

Enclosures (3)

cc: Kevin P. Thoni, M.D. w/enclosure  
Alan H. Daniels, Esq.

6/10/95

*[Signature]*

ARTICLES OF INCORPORATION  
OF  
ANESTHESIA NETWORK, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Anesthesia Network, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 130 Spring Valley Loop, Altamonte Springs, Florida 32714, which shall also be the mailing address of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is two thousand (2,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent

of this Corporation at that address is Alan H. Daniels. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Alan H. Daniels	800 North Magnolia Avenue Suite 1500 Orlando, Florida 32803

ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida this 1st day of June, 1995.

  
\_\_\_\_\_  
Alan H. Daniels

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

Alan H. Daniels

Date: June 1, 1995

F:\TAX\AND\THON1.16A

**P95000044890**

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.  
ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 8348  
ORLANDO, FLORIDA 32808-8348

WRITER'S DIRECT DIAL NO.  
(407) 428-5119

800 NORTH MAGNOLIA AVENUE  
SUITE 1800  
ORLANDO, FLORIDA 32803

(407) 841-1800  
FAX (407) 493-1831

July 18, 1995

8000001542468  
-07/20/95--01068--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Florida Department of State  
Division of Corporations  
Attention: Amendment Section  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Amendment to the Articles of  
Incorporation of Anesthesia Network, Inc.

Gentlemen:

Enclosed are an original and one copy of Articles of Amendment to the Articles of Incorporation of Anesthesia Network, Inc., together with a check for \$87.50 to cover the \$35.00 filing fee and \$52.50 certified copy fee. After the Articles of Amendment have been filed, please return the certified copy to this office.

Sincerely,

*Mary F. Fendle*

Mary F. Fendle, Legal Assistant

:mff

Enclosures (3)

cc: Alan H. Daniels, Esq.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 20 AM 10:57

7/27  
Amend  
TLI

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF ANESTHESIA NETWORK, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUL 20 AM 10:57

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

**Article I - Name**

The name of the corporation is Anesthesia Network, Inc. (hereinafter referred to as the "Corporation").

**Article II - Adoption and Text of Amendments**

The sole incorporator of the Corporation approved a resolution amending Article III of the Articles of Incorporation by written consent dated the 18th day of July 1995, executed in accordance with the provisions of Section 607.0205 of the Florida Statutes. Pursuant to Section 607.1005 of the Florida Statutes, such resolution was adopted by the sole incorporator prior to the issuance of any shares of stock of the Corporation. The following is a true and correct copy of the resolution amending Article III of the Articles of Incorporation:

RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

**"ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is five hundred thousand (500,000), of which two hundred forty-nine thousand (249,000) shares having a par value of \$0.01 per share shall be shares of Class A voting common stock and two hundred fifty-one thousand (251,000) shares having a par value of \$0.01 per share shall be shares of Class B voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of both Class A voting common stock and Class B voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock or Class B voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation; provided, that with respect to the voting of shares for the election of directors of the Corporation the holders of Class A voting common stock shall have the right to elect such number of directors as shall equal the quotient of the total number of directors to be elected less one, divided by two, rounded down to a whole number, and the holders of Class B voting common stock shall have the right to elect the remainder of the directors to be elected.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B voting common stock shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B voting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both Class A voting and Class B voting common stock in proportion to the number of shares held by the holders of such shares."

#### Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein shall be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 18th day of July, 1995.

ANESTHESIA NETWORK, INC.

By: 

Alan H. Daniels, Incorporator

# 795000044890

## BOOSE CASEY CIRLIN LUBITZ MARTENS MCBANE & O'CONNELL

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

J. REINH L. ACKENMAN, JR.  
 BRUCE G. ALEXANDER, P.A.  
 HERALD B. BERT, P.A.  
 WILLIAM H. BOOSE, III, P.A.  
 JOHN D. BOYKIN, P.A.  
 PATRICK J. CASEY, P.A.  
 PATRICIA M. CHRISTIANSEN  
 ALAN J. CIRLIN, P.A.  
 MICHAEL W. CONNORS  
 ROBERT L. CRANE, P.A.  
 RONALD E. CHERCENZO  
 MARK B. DOMIN, P.A.  
 JASON S. HABELKOHN  
 W. JAY HUNSTON, JR., P.A.  
 ETHEL E. ISAACS

DEBRA A. JENKS, P.A.  
 BRIAN H. JOSELYN, P.A.  
 GREGORY B. KING  
 CHARLES A. LUBITZ, P.A.  
 EDWIN C. LUNSFORD  
 RICHARD L. MARTENS, P.A.  
 LOUIS H. MCBANE, P.A.  
 TIMOTHY P. MCCARTHY, P.A.  
 BRIAN M. O'CONNELL, P.A.  
 PHIL D. O'CONNELL, JR., P.A.  
 J. KORY PARKHURST  
 CHARLES L. PICKETT, JR.  
 TIMOTHY J. ROOKS  
 JOHN H. YOUNG, P.A.

PHILLIP D. O'CONNELL, SR. (1907-1967)

OF COUNSEL  
 JULIE ANN ALLISON  
 JOHN L. NIEMEN

NORTHBRIDGE TOWER 1010TH FLOOR  
 615 NORTH FLAGLER DRIVE  
 WEST PALM BEACH, FLORIDA 33401  
 TELEPHONE (561) 832-5900  
 TELECOPIER (561) 833-4209

MAILING ADDRESS  
 P.O. BOX 4626  
 WEST PALM BEACH, FL 33402-4626

September 2, 1997

Florida Department of State  
 Division of Corporations  
 P.O. Box 6327  
 Tallahassee, Florida 32314

3000002204339--6  
 --03/04/97--01016--002  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir:

The following was recently furnished to me in error, and I am returning same.

Very truly yours,

*Susan L. Priess*

Susan L. Priess, CLA  
 Certified Legal Assistant

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

97 SEP -4 AM 9:09

Enclosure

VOIDS  
 10/11/97





**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 26, 1997

Anesthesia Network, Inc.  
Physicians Business Network, Inc.  
P.O. Box 948116  
Maitland, FL 32794-8116

**SUBJECT: ANESTHESIA NETWORK, INC.**  
**Ref. Number: P95000044890**

We have received your document for ANESTHESIA NETWORK, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please sign and return your check in order to complete your filing.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 297A00043025

## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ANESTHESIA NETWORK, INC.

SECOND: The articles of incorporation were filed on: 06/02/95

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 8 day of August, 19 97.

Signature

James Carlsen M.D.  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

JAMES CARLSEN, M.D.

(Typed or printed name)

PRESIDENT

(Title)