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REFERENCE : 643913 81040A

AUTHORIZATION :

COST LIMIT : @ PREPAID

ORDER DATE : July 18, 1995

ORDER TIME : 3:30 PM

ORDER NO. : 643913

CUSTOMER NO: 81040A

CUSTOMER: Fletcher Fleming, Esq
SHELL FLEMING DAVIS & MENGE

Seventh Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

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07/19/95 - 01021 - 002
****122.50 ****122.50

DOMESTIC FILING

NAME: FIVE FLAGS ANESTHESIOLOGY
ASSOCIATES, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS: _____

T. BROWN JUL 19 1995

FILED
JUL 19 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION
OF
FIVE FLAGS ANESTHESIOLOGY ASSOCIATES, P.A.

FILED
95 JUL 19 AM 10:42
SECRET
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this professional service corporation is FIVE FLAGS ANESTHESIOLOGY ASSOCIATES, P.A.

ARTICLE II. - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is:

FIVE FLAGS ANESTHESIOLOGY ASSOCIATES, P.A.
5150 Bayou Boulevard, Suite 2-H
Pensacola, Florida 32503

ARTICLE III. - PURPOSE

This professional service corporation is formed to engage in every phase and aspect of the practice of medicine, specializing in anesthesiology. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. - TERM OF EXISTENCE

This professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. - CAPITAL STOCK

The capital stock of the professional service corporation shall be 50,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. - REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 5150 Bayou Boulevard, Suite 2-H, Pensacola, Florida 32503. The name of the initial registered agent at that address is Peter K. McIver.

ARTICLE VII. - BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

Peter K. McIver
5150 Bayou Boulevard, Suite 2-H
Pensacola, Florida 32503

ARTICLE VIII. - SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

Peter K. McIver
5150 Bayou Boulevard, Suite 2-H
Pensacola, Florida 32503

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ARTICLE IX. - RESTRAINT ON ALIENATION OF SHARES


The shareholders of this professional service corporation shall have the power to include in the by-laws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provision is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholders meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service

corporation in accordance with the by-laws adopted by the shareholders.

ARTICLE X. - AMENDMENT

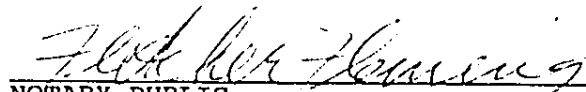
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation this 14th day of July, 1995.

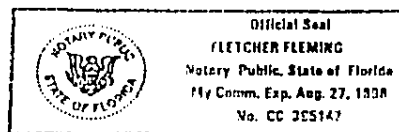

PETER K. McIVER, Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me on July 14, 1995, by Peter K. McIver, who presented Florida Driver's License No. M21667155150 as identification.


NOTARY PUBLIC

My commission expires: 8/27/98



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Five Flags Anesthesiology Associates, P. A. at the place designated in the articles of incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

Dated: July 14, 1995


PETER K. MCIVER

FILED
95 JUL 19 2 10 PM '95
TALLAHASSEE, FLA
CLERK OF CIRCUIT COURT