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January 3, 1996

DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
(904) 922-4000

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPE
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P.O. BOX 1368
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DOCUMENT TYPE: FLORIDA PRIIT CORPORATION OR P.A.
NAME: PHYSICIANS ANESTHESIA SERVICES, P.A.

FAX AUDIT NUMBER: H96000000120

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/03/1996

TIME REQUESTED: 13:25:51

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076666002140

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ments to the Division of Corporations. Your document cannot be processed
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ARTICLES OF INCORPORATION
OF
PHYSICIANS ANESTHESIA SERVICES, P.A.

The undersigned, being of legal age, natural persons and duly licensed to practice medicine under the laws of the State of Florida, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of this professional corporation shall be PHYSICIANS ANESTHESIA SERVICES, P.A. The mailing address of the Corporation is: 6282 - 41st Avenue North, St. Petersburg, Florida 33709. The address of the Corporation's principal office is: 6282 - 41st Avenue North, St. Petersburg, Florida 33709.

ARTICLE II
PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the State of Florida, except that the Corporation shall not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida.

ARTICLE III
CAPITAL STOCK AND PREEMPTIVE RIGHTS

The capital stock authorized and the par value thereof, shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>
10,000	\$0.01

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have preemptive rights, unless the stockholders otherwise agree.

Michael G. Little, Esquire
911 Chestnut Street
Clearwater, Florida 34616
(813) 461-1818
FL Bar No. 0861677

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ARTICLE IV BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE V DURATION

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be at 911 Chestnut Street, Clearwater, Florida 34616, and the name of its initial registered agent at such address is Michael G. Little.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be one (1), and the name and address of the person sworn to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified is:

Name

Jeff P. Anders, M.D.

Address

6282 - 41st Avenue North
St. Petersburg, Florida 33709

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ARTICLE VIII APPLICABLE LAWS

The Corporation shall operate as a professional corporation under Chapter 621 of the Florida Statutes.

ARTICLE IX INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Jeff P. Anders, M.D.

6282 - 41st Avenue North
St. Petersburg, Florida 33709

ARTICLE X CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this 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 Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this 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 XI CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

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**ARTICLE XII
INDEMNIFICATION**

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the original incorporator, has executed these Articles of Incorporation this 28th day of December, 1995.


JEFF P. ANDERS, M.D.

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, PHYSICIANS ANESTHESIA SERVICES, P.A., desiring to organize under the laws of the State of Florida hereby designates Michael G. Little, located at 911 Chestnut Street, Clearwater, Florida 34616, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



MICHAEL G. LITTLE

MGL:tlm(12/18/95)
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TALLAHASSEE, FLORIDA

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2/27/96

DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
(904) 922-4000

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPE
911 CHESTNUT
P.O. BOX 1368
CLEARWATER FL 34617-0000610
CONTACT: KRISTEN DECLEENE
PHONE: (813) 461-1818
FAX: (813) 441-8617

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: PHYSICIANS ANESTHESIA SERVICES, P.A.

FAX AUDIT NUMBER: H96000002770

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/27/1996

TIME REQUESTED: 13:36:09

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 07666002140

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF**

PHYSICIANS ANESTHESIA SERVICES, P.A.

The undersigned, as the president and secretary of PHYSICIANS ANESTHESIA SERVICES, P.A., hereby certifies that:

1. Name of Corporation. PHYSICIANS ANESTHESIA SERVICES, P.A.
2. Stockholder and Director Approval. The Articles of Amendment to Articles of Incorporation were adopted by the sole stockholder and the sole director on the 03 day of February, 1996.
3. Prior Amendments. The original Articles of Incorporation of the Corporation were filed on January 4, 1996.
4. Amendment Adopted. The Articles of Incorporation of the Corporation are hereby amended in their entirety as follows:

"ARTICLE I - Name and Address

The name of this corporation is PHYSICIANS ANESTHESIA SERVICES CORP. The mailing address of the corporation is: 6282 - 41st Avenue North, St. Petersburg, Florida 33709. The address of the corporation's principal office is 6282 -41st Avenue North, St. Petersburg, Florida 33709.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

Michael G. Little, Esq.
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 34616
(813) 461-1818
Florida Bar No: 0861677

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TALLAHASSEE, FLORIDA

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ARTICLE IV - Registered Office and Agent

The street address of the registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 34616, and the name of the registered agent of this corporation at that address is MICHAEL G. LITTLE.

ARTICLE V - Indemnification

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

ARTICLE VI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation."

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment on the 23 day of February, 1996.

PHYSICIANS ANESTHESIA
SERVICES, P.A.

By: *Jerry P. Anders*
JERRY P. ANDERS,
President and Secretary

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