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LAW OFFICE OF  
**JAMES F. SPINDLER, JR., P.A.**

A PROFESSIONAL ASSOCIATION  
3858 NORTH CITRUS AVENUE  
CRYSTAL RIVER, FLORIDA 34428  
TEL.: (352) 795-4468 FAX: (352) 795-4611

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 12th, 1996

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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32304

RE: DONAIRE ANESTHESIOLOGY INC.,  
a Florida Corporation;

Gentlemen:

Enclosed herewith please find the Articles of Incorporation for the above-named corporation. In addition, please find my check in the sum of \$122.50 enclosed, which represents the following fees, to wit:

|                  |                  |
|------------------|------------------|
| Filing fee       | \$ 35.00         |
| Registered Agent | 35.00            |
| Certified copy   | 52.50            |
| <b>Total</b>     | <b>\$ 122.50</b> |

I am enclosing an additional copy of the Articles of Incorporation, to be conformed, reflecting your filing information, to be returned to my office.

Thank you for your attention in this matter, it is greatly appreciated. Naturally, if you have any questions whatsoever, please do not hesitate to contact our office.

Very truly yours,

*James F. Spindler Jr.*  
James F. Spindler Jr., *sap*

SIGNED IN MY ABSENCE  
TO AVOID DELAY IN MAILING

JFS/sap  
Enc. 3  
cc: Dr. Donaire, MD  
P.W. Price, CPA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**DONAIRE ANESTHESIOLOGY INC.,**  
**a Florida Corporation**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation is DONAIRE ANESTHESIOLOGY INC., a Florida Corporation.

**ARTICLE TWO**

The duration of the corporation is perpetual.

**ARTICLE THREE**

The general nature of the business to be transacted by this corporation shall be:

1. To engage in the business of operating a medical practice, and all other activities relating thereto.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incident to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR**

The principal place of business and mailing address of the corporation shall be: 6530 Mat-ee Drive, Sebring, Florida 33870.

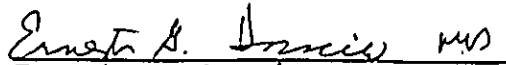
**ARTICLE FIVE**

The street address of the initial registered office of the corporation is, 6530 Mat-ee Drive, Sebring, Florida 33870 and the

name of the initial registered agent at said address is Ernesto G. Donaire.

**ACCEPTANCE**

I, ERNESTO G. DONAIRE, hereby accept the designation of the registered agent of DONAIRE ANESTHESIOLOGY INC., a Florida Corporation, located at 6530 Mat-tee Drive, Sebring, Florida 33870, on this 7<sup>th</sup> day of November, 1996.

  
Ernesto G. Donaire  
Resident Agent

**ARTICLE SIX**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares. Such shares shall be of single class, and shall have a par value of ONE AND NO/100 DOLLAR (\$1.00).

**ARTICLE SEVEN**

The corporation shall initially have two (2) directors. The names and addresses of the initial directors of this corporation are:

| <u>NAME</u>              | <u>ADDRESS</u>                          |
|--------------------------|---|
| ERNESTO G. DONAIRE, M.D. | 6530 Mat-tee Drive<br>Sebring, FL 33870 |
| SUSANA T. DONAIRE, M.D.  | 6530 Mat-tee Drive<br>Sebring, FL 33870 |

The initial directors shall serve until the first annual meeting of the shareholders of the corporation or until their successors are elected and have qualified.

The number of directors may be increased or decreased from time by an appropriate amendment made to the bylaws of the corporation by a majority of the shareholders.

**ARTICLE EIGHT**

The business and affairs of this corporation shall be conducted and managed by its board of directors.

**ARTICLE NINE**

The name and address of the incorporators are:

| <u>NAME</u>              | <u>ADDRESS</u>                         |
|--------------------------|--|
| ERNESTO G. DONAIRE, M.D. | 6530 Mattee Drive<br>Sebring, FL 33870 |
| SUSANA T. DONAIRE, M.D.  | 6530 Mattee Drive<br>Sebring, FL 33870 |

**ARTICLE TEN**

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders and approved at the shareholders' meeting by a majority of the stock entitled to vote, unless all directors and shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made. All rights of shareholders are subject to this reservation.

**ARTICLE ELEVEN**

The effective date of these Articles of Incorporation shall be the date of filing with the Secretary of State.

**ARTICLE TWELVE**

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

Executed by the undersigned at Wauchula  
Florida, on this 7<sup>th</sup> day of November, 1996.

Ernesto G. Donaire M.D.  
Ernesto G. Donaire M.D.

Susana T. Donaire M.D.  
Susana T. Donaire M.D.

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ALTA HASSLE, FLORIDA

STATE OF FLORIDA)  
COUNTY OF Holdee  
~~CITRUS~~

BEFORE ME, the undersigned authority, duly authorized to take acknowledgements and administer oaths, personally appeared **Ernesto G. Donaire M.D., and Susana T. Donaire, M.D.,** well known to me to be the persons signing the foregoing Articles of Incorporation and they acknowledged to me that they signed same and that I relied upon the following form of identification of the above-named persons: FL Driver Lis. or personally known, and that an oath (was) (was not) taken.

WITNESS my hand and official seal in the State and County aforesaid this 7<sup>th</sup> day of November, 1996.

Susan D. Hall  
Notary Public  
My Commission Expires:  
Susan D. Hall

Prepared by:  
James F. Spindler, Jr.,  
of the law offices of  
JAMES F. SPINDLER JR., P.A.  
3858 N. Citrus Avenue  
Crystal River, Florida 34428  
352-795-4468  
Florida Bar No. 0129641

OFFICIAL NOTARY SEAL  
SUSAN D HALL  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC358558  
MY COMMISSION EXP. MAR. 18, 1998