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CUSTOMER NO: 5011226

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CUSTOMER: Barbara Buchanan, Legal Asst
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: ANESTHESIA CARE ASSOCIATES,
P.A.

EFFECTIVE DATE:

XXX 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: Andrea C. Mabry

EXAMINER'S INITIALS:

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97 APR 25 11:32
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ORLANDO, FL

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97 APR 25 10:41

APR 25 1997

ARTICLES OF INCORPORATION
OF
ANESTHESIA CARE ASSOCIATES, P.A.

FILED
27
JAN 13 2011
TALLAHASSEE
FLORIDA

The undersigned, a natural person competent to contract and Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be ANESTHESIA CARE ASSOCIATES, P.A.

ARTICLE II - ADDRESS

The principal office address of the corporation is 341 N. Maitland Avenue, Suite 280, Maitland, Florida 32751.

ARTICLE III - GENERAL NATURE OF BUSINESS

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

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida, is authorized to render, but such professional services 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 practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - DURATION

This corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 E. Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Richard M. Robinson

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The initial number of directors of this Corporation shall be seven (7). The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1).

B. The names and street addresses of the initial directors and officers of this Corporation for the ensuing year until the next annual meeting of shareholders and directors or until their successors are duly elected and seated are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Joseph A. Gallo, Jr., M.D.	341 N. Maitland Avenue, Ste. 280 Maitland, FL 32751	Director
Kevin P. Thoni, M.D.	341 N. Maitland Avenue, Ste. 280 Maitland, FL 32751	Director
Mark E. Honska, M.D.	341 N. Maitland Avenue, Ste. 280 Maitland, FL 32751	Director/ President
Christopher E. Dobson, II, M.D.	341 N. Maitland Avenue, Ste. 280 Maitland, FL 32751	Director/ Vice President
B. Greg Foley, M.D.	341 N. Maitland Avenue, Ste. 280 Maitland, FL 32751	Director/ Treasurer
David P. Hartson, M.D.	341 N. Maitland Avenue, Ste. 280 Maitland, FL 32751	Director/
Thomas J. Arcario, M.D.	341 N. Maitland Avenue, Ste. 280 Maitland, FL 32751	Director/ Secretary

C. At the first session of each annual meeting of shareholders, the shareholders shall elect directors in accordance with the Bylaws of this Corporation and Article IX, Section C, hereof, to fill the positions arising in the Board of Directors by reason of the expiration of a director's term. Directors elected shall assume their positions as such on the January 1 immediately following their election. Each director shall hold office for the term of two (2) years and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death. Notwithstanding the preceding sentence, each President of the Corporation, so long as he remains a shareholder of the Corporation following his service as President, shall serve as a director of the Corporation for the term of one (1) year immediately following his term as President of the Corporation and until his successor shall have been elected and qualified or until his earlier resignation, removal from

office or death. Any officer or director who ceases to be a shareholder of the Corporation for any reason shall cease to be an officer and/or director.

D. Any vacancy occurring in the Board of Directors for reasons other than the expiration of a director's term, including any vacancy created by reason of an increase in the number of directors or by a director ceasing to be a shareholder, shall be filled by shareholder vote in accordance with the Bylaws of this Corporation and Article IX, Section C, hereof, at a special meeting of the shareholders called for that purpose. A director elected to fill a vacancy in accordance with this paragraph shall hold office only until the next election of directors by the shareholders.

E. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of at least a majority of the outstanding shares of the Corporation.

F. The officers of this Corporation shall be shareholders of this Corporation and shall consist of a President, a Vice President, a Secretary and a Treasurer. The President and Vice President shall be elected by the shareholders at the second session of the annual meeting of the shareholders, unless the President calls a Special Meeting of the Shareholders for this purpose to be held at a later date. The shareholders shall elect the President and Vice President from the directors elected by the shareholders at the first session of the annual meeting of the shareholders and from the directors whose terms are not due to expire on the upcoming December 31. Said election shall follow the same principles as those set forth in the Bylaws of this Corporation regarding the election of Directors. The Secretary and Treasurer shall be elected by the directors who were elected by the shareholders at the first session of the annual meeting of the shareholders and the directors whose terms are not due to expire on the upcoming December 31, at a meeting of those directors held for that purpose immediately following the second session of the annual meeting of the current Board of Directors, unless the President calls another Meeting of those Board of Directors for this purpose to be held at a later date. The officers shall be elected to serve for a term of one year beginning on the January 1 immediately following their election. Such other officers and assistant officers and agents as may be deemed necessary also may be elected or appointed by the Board of Directors from time to time to serve for terms designated by the Board of Directors.

G. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby.

Any officer or agent elected by the shareholders may be removed only by vote of a majority of the outstanding shares of the Corporation, unless a majority of the outstanding shares of the Corporation shall have authorized the directors to remove such officer or agent. Any vacancy, however occurring, in any office other than the office of President and Vice President may be filled by a vote of the Board of Directors. Any vacancy occurring in the

office of President or Vice President may be filled only by a vote of the shareholders taken in accordance with the Bylaws of this Corporation.

Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE VIII - INCORPORATOR

The following are the name and street address of the incorporator signing these Articles, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
Mark E. Honska, M.D.	341 N. Maitland Avenue, Ste. 280 Maitland, FL 32751

ARTICLE IX - SHAREHOLDERS

A. Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this Corporation. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

B. Except as otherwise provided by law, by these Articles of Incorporation, by the Bylaws of this Corporation, by contract, or by any agreement between the shareholders and the Corporation, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders (other than a meeting for the election of directors and for the election of the President and Vice President). When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series.

If a quorum is present, the affirmative vote of the majority of the shares (other than a meeting for the election of directors and for the election of the President and Vice President) represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law, by these Articles of Incorporation, by the Bylaws of this Corporation, by contract, or by any agreement between the shareholders and the Corporation.

After a quorum has been established at a shareholders' meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

C. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. A shareholder, not represented in person or by proxy, shall not be entitled to vote on the matters submitted to a vote at a meeting of the shareholders, unless otherwise provided by the Bylaws of this Corporation. Shareholders are only permitted to vote in person or by proxy, unless otherwise provided by the Bylaws of this Corporation. No other form of vote shall be taken including, but not limited to, teleconference calls, facsimiles or electronic or computer mail, unless otherwise provided by the Bylaws of this Corporation. Provided, however, a Written Action in Lieu of a Meeting may be utilized for these purposes as provided in the Bylaws of this Corporation.

Treasury shares shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, unless otherwise provided by the Bylaws of this Corporation, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote. A quorum shall not be utilized for purposes of electing directors and the President and Vice President. Said election shall be by written ballot and all ballots shall be sealed. The votes will be counted by a representative of the accounting firm retained by the Corporation at the time of the election.

Nominations for vacancies arising in the Board of Directors for the upcoming January shall be taken at a special meeting called for that purpose in accordance with the Bylaws of this Corporation in September of each year. Provided, however, a Written Action in Lieu of a Special Meeting may be utilized for these purposes as provided in the Bylaws of this Corporation. An individual must have at least three (3) nominations to be placed on the ballot. Each nomination must be in writing and must be signed by the shareholder making the nomination.

At the first session of the annual meeting of the shareholders in October, the shareholders shall elect directors to fill the vacancies arising in the Board of Directors for the upcoming January from the individuals nominated at the previous special meeting in September. If the number of nominees receiving at least three (3) votes equals the number of vacancies, the vacancies will be filled by the nominees. If the number of nominees exceed the number of vacancies, the vacancies will be filled by any nominee who receives a majority vote of the shareholders.

If the number of nominees who receive at least a majority vote exceed the number of vacancies, then the vacancies will be filled by such of those nominees who receive the most

votes. If any number of nominees who receive at least a majority vote are tied, then the Secretary, or any member of the current Board of Directors designated by the President, shall type the names of the nominees tied onto pieces of paper of the same size and consistency, the Vice President, or any member of the current Board of Directors designated by the President, shall place the names of those individuals into a container made of black plastic, and the President shall draw a name from the container. The individual whose name is drawn by the President shall be eliminated. The President shall continue to draw names in this fashion and the names drawn shall be eliminated until the number of nominees who were previously tied equals the number of vacancies.

If no nominee receives a majority vote, the nominee receiving the lowest votes shall be eliminated, the votes shall be recast and any nominee who receives a majority vote of the shareholders shall fill the vacancies. If no nominee receives a majority vote when the votes are recast, the nominee receiving the lowest votes shall be eliminated and the votes shall be recast repeating this procedure until any nominee receives a majority vote of the shareholders or there is only a number of nominees left equal to the number of vacancies. If at any time during this procedure there is more than one nominee who receives the lowest votes (i.e. the lowest vote receivers tie), then the Secretary, or any member of the current Board of Directors designated by the President, shall type the names of the individuals tied onto pieces of paper of the same size and consistency, the Vice President, or any member of the current Board of Directors designated by the President, shall place the names of those individuals into a container made of black plastic and the President shall draw a name from the container. The individual whose name is drawn by the President shall be eliminated.

For example, assume that there are twenty-eight (28) shareholders, that three (3) vacancies (i.e. Vacancies One, Two and Three) will be arising in the Board of Directors for the upcoming January, that six (6) individuals (A through F) receive at least three (3) nominations and are nominated to fill the vacancies and that the votes for Vacancies One, Two and Three are cast as follows:

Nominees	A	B	C	D	E	F
Votes	14	13	14	11	11	11

In this example, no one nominated received a majority vote, D, E and F received the lowest votes and are tied.

In this case, the Secretary, or any member of the current Board of Directors designated by the President, shall type the names of individuals D, E and F onto pieces of paper of the same size and consistency, the Vice President, or any member of the current Board of Directors designated by the President, shall place the names of individuals D, E and F into a container made of black plastic and the President shall draw a name from the container. The individual whose name is drawn by the President shall be eliminated. Assume for purposes of this example, individual D's name is drawn. Individual D shall be eliminated.

After the elimination of D, the votes are recast and the results are as follows:

Nominees	A	B	C	E	F
Votes	15	16	12	11	12

Vacancies One and Two will be filled by individuals A and B because they each received a majority vote of the shareholders. This leaves Vacancy Three to be filled by either C, E or F. The votes for vacancy three are recast and the results are as follows:

Nominees	C	E	F
Votes	20	12	13

Vacancy Three will be filled by individual C because C received a majority vote of the shareholders. If C, E and F had tied, the Secretary, or any member of the current Board of Directors designated by the President, would have typed the names of individuals C, E and F onto pieces of paper of the same size and consistency, the Vice President, or any member of the current Board of Directors designated by the President, would have placed the names of individuals C, E and F into a container made of black plastic and the President would have drawn a name from the container. The individual whose name was drawn by the President would have to be eliminated and the votes would be recast to fill vacancy three.

ARTICLE X - SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders shall be held when directed by the President or the Board of Directors, or when requested in writing by the holders of not less than thirty percent of all the shares entitled to vote at the meeting. A meeting requested by shareholders shall be called for a date not less than ten nor more than sixty days after the request is made, unless the shareholders requesting the meeting designate a later date. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors, or shareholders requesting the meeting shall designate another person to do so.

ARTICLE XI - BYLAWS

The Bylaws of this Corporation may be repealed or amended and new Bylaws may be adopted, only by a vote of a majority of the outstanding shares of this Corporation.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or Corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. To negotiate with provider or recipient organizations for the delivery of anesthesia services.


C. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws or any Stock Purchase Agreement adopted by the shareholders of this Corporation setting forth the terms and conditions of such purchase; provided however, the capital of this Corporation cannot be impaired thereby.

D. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XIII - AMENDMENT

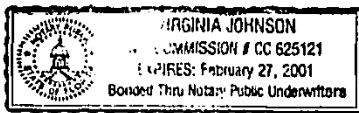
These Articles of Incorporation may be amended only by a vote of a majority of the outstanding shares of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of April, 1997.


Mark E. Honska, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of
April, 1997, by Mark E. Honska, M.D..



AFFIX NOTARY STAMP

Virginia Johnson
Signature of Notary Public

Virginia Johnson
(Print Notary Name)
My Commission Expires: 2/27/2001
Commission No.: CC 625121

☒ Personally known, or
☐ Produced Identification
Type of Identification Produced:

bsb\iriley\aca.ari

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of
ANESTHESIA CARE ASSOCIATES, P.A., I hereby accept and agree to act in this capacity.

Richard M. Robinson
Richard M. Robinson

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97 MAR 16 AM 11:32
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