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GLENN RASMUSSEN

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BASIC AMENDMENT

FLORIDA GULF-TO-BAY ANESTHESIOLOGY ASSOCIATES, P.A.

Certificate of Status	0
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Amendment

10/25/02



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 25, 2002

FLORIDA GULF-TO-BAY ANESTHESIOLOGY ASSOCIATES, P.A.
360 BLANCA AVENUE
TAMPA, FL 33606

SUBJECT: FLORIDA GULF-TO-BAY ANESTHESIOLOGY ASSOCIATES, P.A.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the **complete document**, including the **electronic filing cover sheet**.

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FLORIDA GULF-TO-BAY ANESTHESIOLOGY ASSOCIATES, P.A.**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**FILED
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Florida Gulf-to-Bay Anesthesiology Associates, P.A., a Florida professional corporation, adopts these Articles of Amendment to its Articles of Incorporation:

FIRST: Article II of the professional corporation's Articles of Incorporation is amended entirely to read as follows:

ARTICLE II. PURPOSE AND CORPORATE POWER

The purpose of the professional corporation is to engage in the practice of anesthesiology and related medicine through its agents, officers, and employees who are duly licensed to render those professional services within the State of Florida. The professional corporation shall not engage in any business or profession other than the practice of anesthesiology and related medicine. In furtherance of this purpose, the professional corporation has all the power and authority conferred on a corporation organized under the Florida Professional Service Corporation and Limited Liability Act to do all acts and things authorized by law to carry out its affairs and professional endeavors.

SECOND: Article III of the professional corporation's Articles of Incorporation is amended entirely to read as follows:

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the professional corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share and divided into 5,000 shares of Class A common stock (the "*Class A Stock*") and 5,000 shares of Class B common stock (the "*Class B Stock*"). The professional corporation is not authorized to issue fractional shares of its common stock.

The professional corporation's Board of Directors shall determine the consideration to be received by the professional corporation for the issuance of each share of the professional corporation's common stock, which must have a value of not less than the par value of the share and may consist of any tangible or intangible property or benefit to the professional corporation, including cash, promissory notes, services performed, other securities of the professional corporation, or promises to perform services for the professional corporation that are evidenced by a written contract, with a value in each case that, in the judgment of the Board of Directors is adequate. The professional corporation has the right to purchase or otherwise acquire shares of its own common stock to the extent provided by law, its bylaws, or any agreement duly executed by the professional corporation. Each share of common stock that is repurchased by the professional corporation will be issued, but not outstanding, until cancelled or disposed of by the professional corporation. Each

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share of common stock issued by the professional corporation is subject to any stock transfer restrictions in its bylaws.

The professional corporation shall not issue any shares of capital stock to anyone who is not duly licensed to practice anesthesiology in the State of Florida. A shareholder of the professional corporation shall not sell or transfer any shares of the professional corporation to anyone who is ineligible to be a shareholder of the professional corporation, and any purported sale or transfer to an ineligible person will be invalid and ineffective as to the professional corporation and its shareholders. Further, a shareholder of the professional corporation shall not enter into a voting trust agreement or any other agreement (including a revocable or irrevocable proxy) that vests another person with the authority to exercise the voting power of any of the shareholder's shares in the professional corporation, and any such agreement will be invalid.

The Class A Stock and the Class B Stock are both voting stock entitled to one vote per share and to participate in all dividends declared by the professional corporation's Board of Directors and have the same preferences, limitations, and relative rights, except as follows:

(a) All the issued and outstanding shares of Class B Stock are convertible into an equal number of shares of Class A Stock with the unanimous approval of the holders of the outstanding shares of Class B Stock;

(b) The holders of Class B Stock, voting separately as a class, are entitled to elect a majority (the smallest number greater than one-half) of the directors of the professional corporation, and the holders of Class A Stock, voting separately as a class, are entitled to elect the balance of the directors;

(c) The termination of a Class B shareholder as an employee or independent contractor of the professional corporation requires the affirmative vote or written consent of all the outstanding shares of Class B Stock, excluding the shares of Class B Stock owned by the shareholder who is subject to termination;

(d) The affirmative vote or written consent of the holders of a majority (the smallest whole number greater than one-half) of the outstanding shares of Class B Stock, voting separately as a class, is required for each of the following major corporate actions, whether or not the action otherwise requires the approval of shareholders:

(i) Any increase or decrease in the number of directors of the professional corporation;

(ii) A call for additional capital contributions from the Class B shareholders of the professional corporation;

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(iii) An amendment to the Bylaws or Articles of Incorporation of the professional corporation that would affect the rights, preferences, and limitations of the Class B Stock;

(iv) A merger, dissolution, liquidation, consolidation, exchange offer, recapitalization, or reorganization of the professional corporation or a sale or exchange of all or substantially all the assets or stock of the professional corporation;

(v) The waiver or exercise by the professional corporation of any right or power to approve or authorize a transfer of any shares of common stock of the professional corporation (Class A or B) by a shareholder of the professional corporation;

(vi) An extension of credit by the professional corporation pursuant to which it becomes directly or contingently liable for any liability, obligation, or indebtedness of another person, whether as a surety, endorser, co-obligor, guarantor, or accommodation party;

(vii) A waiver, release, or other modification by the professional corporation of any confidentiality, non-solicitation, or non-competition restriction applicable to any existing or former employee, shareholder, or independent contractor of the professional corporation;

(viii) The issuance or reissuance of any common stock (Class A or Class B) of the professional corporation, any debt or equity securities convertible into common stock of the professional corporation, or any rights, options, or warrants to acquire any common stock of the professional corporation or any debt or equity securities convertible into common stock of the professional corporation;

(ix) Any gift, loan, advance, political contribution, or charitable contribution to any person in excess of \$5,000 or an investment of any amount in any other person (including the ownership or acquisition of any stock or other securities) or the creation of a subsidiary or affiliated enterprise by any means; and

(x) The waiver or exercise by the professional corporation of any option or other right to acquire any outstanding common stock (Class A or Class B), except that the shares of the shareholder whose shares are being purchased will be excluded in determining whether the

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holders of 65% of the outstanding shares of Class B Stock have voted affirmatively.

If all the issued and outstanding shares of Class B Stock are ever converted into Class A Stock as provided in paragraph (a) above, that class of authorized common stock will be extinguished, and the professional corporation shall cancel all unissued shares of Class B Stock and shall never again issue or reissue any shares of Class B Stock.

THIRD: When these Articles of Amendment become effective, each holder of an issued share of the professional corporation's common stock will become the owner of one share of either the professional corporation's \$.01 par value Class A Stock or the professional corporation's \$.01 par value Class B Stock, as indicated in the written consent of the directors and shareholders of the professional corporation authorizing the foregoing amendments to its Articles of Incorporation. Immediately thereafter, the professional corporation may issue to each shareholder of record on the execution date of these Articles of Amendment a certificate or certificates evidencing one share of the professional corporation's \$.01 par value Class A or Class B Stock on surrender of, and in exchange and substitution for, each certificate evidencing an issued share of the professional corporation's \$.01 par value common stock registered in the shareholder's name.

FOURTH: The foregoing amendments to the Articles of Incorporation of the professional corporation were adopted and approved on the date when these Articles of Amendment were executed, by unanimous written consent of all the directors and a majority of the shareholders of the professional corporation. The number of votes cast was sufficient for approval.

FIFTH: The foregoing amendments will be effective when these Articles of Amendment are accepted for filing by the Secretary of State of Florida.

EXECUTED: October 4, 2002

FLORIDA GULF-TO-BAY
ANESTHESIOLOGY ASSOCIATES, P.A.

By: Devanand Mangar
Devanand Mangar, M.D.
President

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing Articles of Amendment to the Articles of Incorporation of Florida Gulf-to-Bay Anesthesiology Associates, P.A. were acknowledged before me on October 4, 2002, by Devanand Mangar, M.D., President of Florida Gulf-to-Bay Anesthesiology Associates, P.A., a Florida professional service corporation, on behalf of the professional service corporation. He is personally known to me.

Robert C. Rasmussen
Notary Public, State of Florida
Notarial Stamp:



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