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FROM: FOLEY & LARDNER OF TAMPA ACCT#: 071344001620
CONTACT: THERESIA WESTBROOK
PHONE: (813)229-2300 FAX #: (813)221-4210

NAME: UNICOM ACQUISITION, INC.
AUDIT NUMBER.....H97000021324
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF
UNICOM ACQUISITION, INC.**

Pursuant to the Florida Business Corporation Act, the undersigned incorporator of UniCom Acquisition, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is UniCom Acquisition, Inc. The Corporation's principal office and mailing address is UniCom Anesthesia Associates, P.A., 3100 East Fletcher Avenue, Tampa, Florida 33613-4688.

**ARTICLE II
BUSINESS AND ACTIVITIES**

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602, and its agent for service of process at such office is Stephen A. Crane.

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

The number of the Directors constituting the initial Board of Directors of the Corporation is three (3), as follows: Richard Gianetti, Charles R. Beckenstein, and Steven R. Weissman. The number of Directors may be increased or decreased from time to time, but shall in no event be less than one (1).

Brad S. Fischer, Esq.
Foley & Lardner
P.O. Box 3391
Tampa, FL 33601-3391
Telephone No.: 813-229-2300
Florida Bar No.: 0076775

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ARTICLE VI
INCORPORATOR

The name and address of the Corporation's incorporator is Stephen A. Crane, Foley & Lardner, 100 North Tampa, Suite 2700, P.O. Box 3391, Tampa, Florida 33601-3391.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has, in accordance with the Florida Business Corporation Act, executed these Articles of Incorporation as of this 30th day of December, 1997.

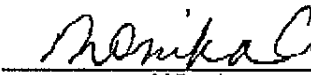

Stephen A. Crane, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of December, 1997, by STEPHEN A. CRANE, who is known to me or who has produced a Florida driver's license as identification and who took an oath.



MONIKA CRAIG
My Commission CC473305
Expires Jun. 18, 1998
Bonded by HAI
800-422-1558


MONIKA CRAIG
(print name)
Notary Public
My Commission Expires:

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ACKNOWLEDGEMENT OF REGISTERED AGENT

The undersigned, having been designated to accept service of process for UniCom Acquisition, Inc. at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth in the Florida Business Corporation Act.

Executed this 30th day of December, 1997.


Stephen A. Crane

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