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NAME: ANESTHESIA DELIVERY SYSTEMS, INC.

AUDIT NUMBER.....H98000004488

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**ARTICLES OF INCORPORATION**  
**OF**  
**ANESTHESIA DELIVERY SYSTEMS, INC.**

The undersigned, acting as incorporator of Anesthesia Delivery Systems, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation shall be:

Anesthesia Delivery Systems, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be 291 Southhall Lane, Maitland, Florida 32751.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

5.1 **Authorized Capitalization.** The total number of shares of all classes of capital stock of the corporation which the corporation shall have the authority to issue is 1,500,000, of which 1,000,000 shares having a par value of \$0.01 per share shall be designated as Common Stock and 500,000 shares having a par value of \$0.01 per share shall be designated as Preferred Stock.

5.2 **Payment for Stock.** All or any part of the consideration for the issuance of capital stock of the corporation may be cash, property or labor or services at a fair valuation to be fixed by the board of directors at a meeting called for that

This instrument prepared by:  
Louis T.M. Conti - Fla. Bar No.346608  
Holland & Knight LLP - Post Office Box 1526  
Orlando, Florida 32802 - 407 / 425-8500  
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purpose, which consideration, in any event, shall not be less than the par value of the shares issued. All capital stock when issued shall be fully paid and nonassessable.

5.3 Voting. There shall be no cumulative voting in the election of directors.

5.4 Preferred Stock. Shares of Preferred Stock may be issued from time to time in one or more series. The board of directors of the corporation is authorized to fix the number of shares in each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically, the board of directors is authorized to fix with respect to each series: (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not shares of such series shall be subject to a purchase, retirement or sinking fund provision; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on Common Stock; (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences and limitations as shall not be inconsistent with the laws of the State of Florida.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Christopher Dobson, M.D.	291 Southhall Lane Maitland, FL 32751
G. Edwin Wilson, M.D.	291 Southhall Lane Maitland, FL 32751
Thomas Arcario, M.D.	291 Southhall Lane Maitland, FL 32751

#### ARTICLE VII. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Intrastate Registered Agent Corporation, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

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**ARTICLE VIII. INCORPORATOR**

**The name and address of the incorporator is:**

**Name**

**Address**

**Louis T. M. Conti**

200 South Orange Avenue, Suite 2600  
Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

## ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

## ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

## ARTICLE XI. INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the corporation, (b) is or was serving at the request of the corporation as a director of another corporation, partnership, joint venture, trust or other enterprise (a "Business Entity"), (c) is or was an officer of the

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corporation, provided that such person is or was at the time a director of the corporation, or (d) is or was serving at the request of the corporation as an officer of another Business Entity, provided that such person is or was at the time a director of the corporation or a director of such other Business Entity, serving at the request of the corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the board of directors shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as an officer, employee or agent of another Business Entity.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of March, 1998.

  
\_\_\_\_\_  
Louis T.M. Conti  
Incorporator

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**CERTIFICATE OF DESIGNATION**  
**OF**  
**REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Anesthesia Delivery Systems, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, has named Intrastate Registered Agent Corporation, located at 701 Brickell Avenue, Suite 3000, Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: March 6<sup>th</sup>, 1998

By:   
Louis T. M. Conti, Vice President

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