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COTTON & GATES
ATTORNEYS AT LAW

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April 1, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002476371--5
-04/02/98--01021--018
****122.50 ****122.50

Re: Bayou Anesthesia Associates, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served regarding the above-referenced corporation.

Further, enclosed is my firm's check in the amount of \$122.50, representing payment of \$35.00 for filing the Articles of Incorporation; \$35.00 for filing the Designation of Agent Certification; and \$52.50 for a certified copy of these documents.

If you have any questions or if I can be of any assistance, please do not hesitate to contact me.

Sincerely,


Michael R. Gates

MRG/sll
Enclosures
cc: Kristina Henderson

EFFECTIVE DATE
4-1-98

FILED
98 APR -2 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
4/3/98

**ARTICLES OF INCORPORATION
OF
BAYOU ANESTHESIA ASSOCIATES, INC.**

FILED

98 APR -2 PM 3: 05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, at least eighteen (18) years of age, for the purpose of forming a corporation for profit, pursuant to the provisions of Chapter 608, Florida Statutes, does hereby certify to the following:

ARTICLE I - NAME

EFFECTIVE DATE

4-1-98

The name of this corporation is Bayou Anesthesia Associates, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of administering anesthesia to surgical patients; perioperative and critical care consultation; pain management and for any other lawful business. The effective date of this corporation to begin business is April 1, 1998.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of no par value common stock.

ARTICLE V - INITIAL CAPITAL STOCK

The amount of capital stock to which this corporation shall begin doing business is
ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

37 Mooney Road
Ft. Walton Beach, Florida 32547

and the name of the initial registered agent of this corporation at that address is:

Kristine Henderson
37 Mooney Road
Ft. Walton Beach, Florida 32547

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be
either increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the initial director of this corporation is as follows:

Kristine Henderson
37 Mooney Road
Ft. Walton Beach, Florida 32547

ARTICLE VIII - SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation are as
follows:

Kristine Henderson
37 Mooney Road
Ft. Walton Beach, Florida 32547

DATED this the 1st day of April, 1998.


KRISTINE HENDERSON

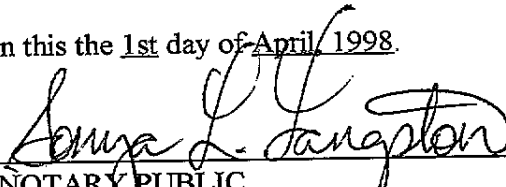
STATE OF FLORIDA)
)
COUNTY OF OKALOOSA)

I hereby certify that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared **Kristine Henderson**, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she subscribed the same for the purposes therein expressed.

WITNESS my hand and official seal on this the 1st day of April, 1998.



Sonya L. Langston
My Commission CC584827
Expires Sep. 15, 2000


NOTARY PUBLIC
State of Florida at Large
Commission Expires: 9/15/2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

98 APR -2 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance

with said Act:

FIRST - That Bayou Anesthesia Associates, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 37 Mooney Road, Ft. Walton Beach, Okaloosa County, State of Florida, has named Kristine Henderson, 37 Mooney Road, Ft. Walton Beach, Okaloosa County, Florida 32547, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


KRISTINE HENDERSON