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JUNE 19, 1998

TO: DIVISION OF CORPORATIONS, FLORIDA
FROM: GAIL E. STEVENS

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-06/19/98--01066--012
***122.50 ***122.50

RE: INCORPORATION: NEW RIVER ANESTHESIA, P.A.

Please find enclosed the Articles of Incorporation for NEW RIVER ANESTHESIA, P.A.
as well as a check for filing in the amount of \$122.50. Please call this office with any questions.
Thank you.

Very truly yours,



Gail E. Stevens

FILED
98 JUN 19 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
NEW RIVER ANESTHESIA, P.A.
A Professional Corporation**

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TALLAHASSEE, FLORIDA
STATE

The undersigned natural person, competent and licensed to practice as a physician in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this corporation shall be **NEW RIVER ANESTHESIA, P.A.**

ARTICLE II. TERM OF EXISTENCE

This Corporation shall have a perpetual existence commencing upon the filing of these Articles with the Department of State.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business or purpose to be transacted by this Corporation is as follows:

To engage in every aspect of practice in the field of anesthesiology, and all related areas of specialization engaged in by licensed physicians.

To engage in and render the professional services involved only through its officers, agents and employees who shall be duly licensed and legally authorized within the State of Florida to render the same professional services of this corporation.

To conduct business in, have one or more office in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property.

To contract debts and borrow money, issue an sell or pledge any evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To acquire, purchase, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal in and with goods wares, merchandise, real and personal property, and services, of every class and kind.

This Corporation is organized to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Corporation Act and is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Seven thousand five hundred (7,500) shares of common stock having a par value of \$1.00 per share. The actual consideration paid shall be fixed by the Stockholders.

ARTICLE V-REGISTERED AGENT, INITIAL REGISTERED OFFICE, INITIAL PRINCIPAL OFFICE, AND MAILING ADDRESS

The Registered Agent and the street address of the initial Registered Office and Principal Office, including mailing address of this Corporation, in the State of Florida shall be GAIL E. STEVENS, P.A. 412 N.E. 4TH STREET, FT. LAUDERDALE, FLORIDA 33301

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is:

NAME: HARRY T. GROSSMAN, D.O. ADDRESS: 1312 GUAVA ISLE
FT. LAUDERDALE, FLORIDA 33315

ARTICLE VII-INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

NAME: HARRY T. GROSSMAN, D.O. ADDRESS: 1312 GUAVA ISLE
FT. LAUDERDALE, FLORIDA 33315

ARTICLE XIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. PREEMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII. COMPENSATION OF DIRECTORS

The shareholders of this Corporation shall have the exclusive authority to fix the compensation of directors of this Corporation.

ARTICLE XIV. INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XV. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 18th day of June, 1998.


BY: [Signature]
HARRY T. GROSSMAN, D.O.
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, appeared HARRY T. GROSSMAN, D.O., to me personally known or who produced _____ as identification, who acknowledged before me that she executed these Articles of Incorporation this _____ day of June, 1998.

[Signature]
Notary Public

My Commission Expires:

 NOTARY PUBLIC
STATE OF FLORIDA
GAIL E. STEVENS
COMMISSION # CC 471596
EXPIRES JUN 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

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

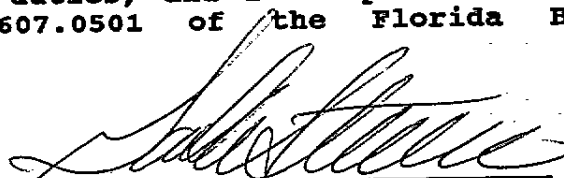
In compliance with Section 48.091 and 607.0501, Florida Statutes,
the following is submitted:

That NEW RIVER ANESTHESIA, P.A., desiring to organize under the
laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation, in the City of Fort
Lauderdale, County of Broward, State of Florida, has named GAIL
E. STEVENS, ESQ. 412 N.E. 4TH STREET, FT. LAUDERDALE, FLORIDA
33301, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-
named Corporation, at the place designated in this certificate,
the undersigned agrees to act in this capacity, and agrees to
comply the provisions of all statutes relative to the proper and
complete performance of my duties, and I accept the duties and
obligations of Section 607.0501 of the Florida Business
Corporation Act.

Dated: June 18, 1998.


GAIL E. STEVENS, ESQ.
Registered Agent

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98 JUN 19 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA