

NUCKOLLS, JOHNSON & BELCHER, P. A.

ATTORNEYS AND COUNSELORS AT LAW

THE TIDEWATER BUILDING

HUGH PAUL NUCKOLLS  
KARL L. JOHNSON  
W. GUS BELCHER, II.

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1375 JACKSON STREET  
FORT MYERS, FLORIDA 33901  
(941) 334-3400

July 1, 1998

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000002580790--0  
-07/06/98--01109--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of  
DMMCW Anesthesia, Inc.

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation for DMMCW Anesthesia, Inc. for filing. Also enclosed is my check in the amount of \$70.00 to cover the \$35.00 filing fee and \$35.00 Registered Agent Fee. I do not desire a certified copy of the Articles.

After the Articles have been filed, please return to me a copy stamped with the date of filing on same. I have enclosed a self-addressed, stamped envelope for your convenience.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

*Karl L. Johnson*

KARL L. JOHNSON

KLJ/csh  
Enclosures: as stated  
G98.W1:State.L

FILED  
98 JUL -6 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*JK 7-7-98*

# ARTICLES OF INCORPORATION

OF

DMMCW ANESTHESIA, INC.

FILED  
98 JUL -6 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation is a natural person, competent to contract and hereby forms a corporation for profit under the Laws of the State of Florida.

## ARTICLE I

### NAME

The name of the Corporation is DMMCW ANESTHESIA, INC.,

## ARTICLE II

### DURATION

The Corporation shall have perpetual existence.

## ARTICLE III

### PURPOSE

The Corporation may engage in any activity or business permitted under the Laws of the United States and the State of Florida.

## ARTICLE IV

### SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of Common Stock, each share having a par value of One Dollar (\$1.00), per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

**ARTICLE V**

**AMOUNT OF CAPITAL**

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

**ARTICLE VI**

**INITIAL STREET ADDRESS**

The initial street address of the principal office of this Corporation is 5232 SW 16th Place, Cape Coral, FL 33914-6801. The Board of Directors may from time to time move the principal office to any other address.

**ARTICLE VII**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 5232 S.W. 16th Place, Cape Coral, FL 33914-6801. The name of the initial Registered Agent at said address is Deborah E. Wagner.

**ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS**

The Corporation will have two Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders, but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Mr. Michael S. Wagner  
Mrs. Deborah E. Wagner  
5232 S.W. 16th Place  
Cape Coral, FL 33914-6801

**ARTICLE IX**

**INCORPORATOR**

The name and address of the Incorporators signing these Articles of Incorporation are:

Mr. Michael S. Wagner  
Mrs. Deborah E. Wagner  
5232 S.W. 16th Place  
Cape Coral, FL 33914-6801

**ARTICLE X**

**EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon approval by the Secretary of the State of Florida.

**ARTICLE XI**

**AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's Meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has set his hand and seal, and acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 1<sup>st</sup> day of July, 1998.

Michael S. Wagner  
MICHAEL S. WAGNER  
Incorporator

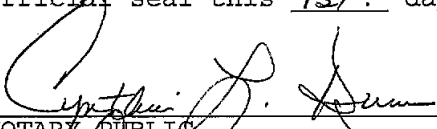
Deborah E. Wagner  
DEBORAH E. WAGNER  
Incorporator

STATE OF FLORIDA     )  
                              )  
COUNTY OF LEE        )

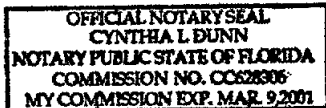
**BEFORE ME**, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Michael S. Wagner, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

**WITNESS** my hand and official seal this 1st day of July, 1998.

My commission expires:

  
\_\_\_\_\_  
NOTARY PUBLIC  
Name: CYNTHIA L. DUNN

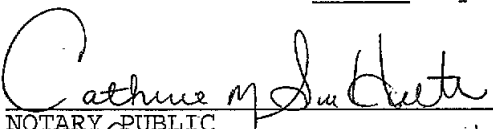
STATE OF FLORIDA     )  
                              )  
COUNTY OF LEE        )

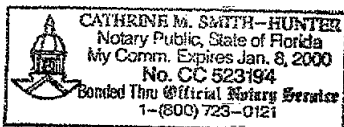


**BEFORE ME**, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Deborah E. Wagner, who is personally known to me or who has produced Florida Drivers License as identification, and who did take an oath, and who has acknowledged before me that she has read and executed the foregoing instrument for the purposes therein expressed.

**WITNESS** my hand and official seal this 1st day of July, 1998.

My commission expires:

  
\_\_\_\_\_  
NOTARY PUBLIC  
Name: Cathrine M. Smith-Hunter



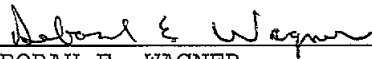
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

**FIRST** -- that DMMCW ANESTHESIA, INC. 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 Cape Coral, County of Lee, State of Florida, has named Deborah E. Wagner, located at 5232 S.W. 16th Place, Cape Coral, Florida 33914-6801, as its Registered Agent to accept service of process within the State.

**ACKNOWLEDGMENT** -- 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.

DATED this 1<sup>st</sup> day of July, 1998.

  
\_\_\_\_\_  
DEBORAH E. WAGNER  
Registered Agent

FILED  
98 JUL -6 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA