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CRYSTAL H. RINER  
ADMINISTRATOR

November 16, 1998

400002690324--1  
-11/18/98--01038--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE  
11-13-98

Re: AMBULATORY MEDICAL ANESTHESIA CONSULTANTS, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$122.50 to cover the filing fee and certified copy.

Thank you for your courtesy and cooperation in this regard.

Sincerely,



Gina M. Schlegel  
Law Clerk

Enclosures

FILED  
98 NOV 18 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SD  
11/20

**ARTICLES OF INCORPORATION**  
**OF**

**AMBULATORY MEDICAL ANESTHESIA CONSULTANTS, INC.**

FILED  
98 NOV 18 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**  
**Name**

**EFFECTIVE DATE**  
11-13-98

Section 1.1. Name. The name of this corporation is **Ambulatory Medical Anesthesia Consultants, Inc.**, and the address is **724 Spinnaker's Reach, Ponte Vedra Beach, Florida 32082**.

**ARTICLE II**  
**Duration**

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**  
**Purpose**

Section 3.1. Purposes. This corporation is organized for the purpose of contracting for the provision of office based anesthesia services.

This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country and not prohibited by the Florida Corporation Act.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE IV**  
**Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having a par value of one dollar per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**ARTICLE V**  
**Initial Registered Office and Agent**

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is **Weidner and Winicki, P.A., 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246**, and the name of the initial registered agent of this corporation at that address is **Donald W. Weidner, Esquire**.

**ARTICLE VI**  
**Directors**

Section 6.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of this corporation are:

<u>Name</u>	<u>Address</u>
<b>J. Francisco Jimenez, M.D.</b>	<b>116 Seven Iron Court, Ponte Vedra Beach, FL 32082</b>
<b>Vladimir Livschutz, M.D.</b>	<b>724 Spinnaker's Reach, Ponte Vedra Beach, FL 32082</b>
<b>Carl E. Hardy, M.D.</b>	<b>2366 Pine Island Court, Jacksonville, FL 32224</b>

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE VII**

### **Bylaws**

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## **ARTICLE VIII**

### **Incorporator**

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation who is licensed to practice medicine in the State of Florida, is **Donald W. Weidner, Esquie, Weidner and Winicki, P.A., 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246.**

## **ARTICLE IX**

### **Amendment**

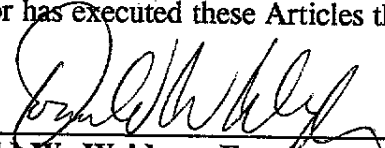
Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X**

**Dissolution**


Section 10.1. Dissolution. The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least seventy five percent (75%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 12<sup>th</sup> day of November, 1998.

  
\_\_\_\_\_  
Donald W. Weidner, Esquire

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DUVAL    )

The foregoing instrument was acknowledged before me by Donald W. Weidner, Esquire, this 12<sup>th</sup> day of November, 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large.  
My Commission Expires:

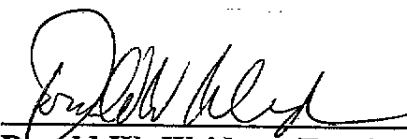
TAMMY LEE GRIFFIS  
Notary Public, State of Florida  
My Comm. expires April 10, 2001  
Comm. No. CC 744555

**Certificate Designating or Changing Place  
of Business or Domicile for the Service of Process  
Within This State, Naming Agent Upon  
Whom Process May Be Served**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

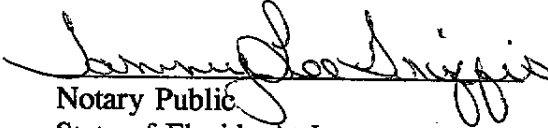
That **Ambulatory Medical Anesthesia Consultants, Inc.**, a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named **Donald W. Weidner, Esquire** at **Weidner and Winicki, P.A., 11265 Alumni Way, Suite 201, Jacksonville, Florida, 32246** its agent to accept service of process within this State.

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

  
\_\_\_\_\_  
**Donald W. Weidner, Esquire**

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DUVAL    )

13<sup>th</sup> **SWORN TO AND SUBSCRIBED** before me by **Donald W. Weidner, Esquire**, this  
day of November, 1998.

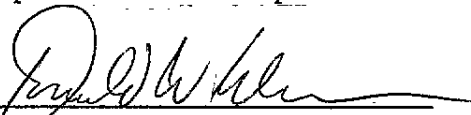
  
\_\_\_\_\_  
Notary Public  
State of Florida At Large

My commission expires:

TAMMY LEE GRIFFIS  
Notary Public, State of Florida  
My Comm. expires April 10, 2001  
Comm. No. CC 744555

**ACCEPTANCE**

I hereby agree to act as registered agent for **Ambulatory Medical Anesthesia Consultants, Inc.**, as stated in the Articles of Incorporation of said Corporation.

  
**Donald W. Weidner, Esquire**

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**FILED**  
98 NOV 18 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA