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Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

Emerald Coast Anesthesia Associates, P.A.

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**ARTICLES OF INCORPORATION**

**OF**

**EMERALD COAST ANESTHESIA ASSOCIATES, P.A.**

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE OF CORPORATION**

The name of the corporation is EMERALD COAST ANESTHESIA ASSOCIATES, P.A., and its principal office is located at 3882 Paradise Bay Drive, Gulf Breeze, FL 32561, and its mailing address is the same.

**ARTICLE II**

**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of anesthesiology and pain management and related services necessary and incidental thereto, and in all fields of specialization as are engaged in by duly authorized and licensed anesthesiologists within the State of Florida.

Kramer A. Litvak  
Emmanuel, Sheppard & Condon  
P. O. Drawer 1271  
Pensacola, FL 32596  
FL Bar #: 0965881

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

C. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

D. To engage in no other business other than the renditions of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### ARTICLE III

#### CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock at Ten Cents (\$.10) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to officers, agents, and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

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**ARTICLE IV**

**DURATION**

This corporation shall exist perpetually, commencing upon the date of filing of these Articles of Incorporation.

**ARTICLE V**

**REGISTERED AGENT**

The address of this corporation's initial registered office is 3882 Paradise Bay Drive, Gulf Breeze, FL 32561, and the name of its initial registered agent at said address is FRANKLIN B. SEGAL, M.D..

**ARTICLE VI**

**INCORPORATOR**

The name and address of the incorporator is FRANKLIN B. SEGAL, M.D., 3882 Paradise Bay Drive, Gulf Breeze, FL 32561.

**ARTICLE VII**

**BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders, but never shall be less than three. The name and address of the initial Director of this corporation is:

FRANKLIN B. SEGAL, M.D.  
3882 Paradise Bay Drive  
Gulf Breeze, Florida 32561

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**ARTICLE VIII**

**INFORMAL ACTION OF SHAREHOLDERS**

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 corporation records.

**ARTICLE IX**

**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any Shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**ARTICLE X**

**INFORMAL ACTION OF DIRECTORS**

If all 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.

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02/25/99 THU 08:53 FAX 850 862 2359  
FEB-24-99 WED 02:43 PM

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HEALTHSOUTH ECSC  
FAX NO.

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### ARTICLE XI

### INDEMNIFICATION


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

### ARTICLE XII

### BYLAW AMENDMENT

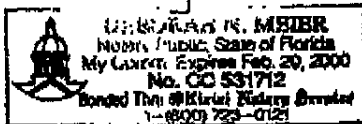
The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 25 day of February, 1999.

  
FRANKLIN B. SEGAL, M.D.,  
Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

THE FOREGOING INSTRUMENT was acknowledged before me this 25 day of February, 1999, by FRANKLIN B. SEGAL, M.D.



  
NOTARY PUBLIC, State of Florida  
My Commission Expires: 2/20/2000

Personally Known ☒ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

FAUSERSITAX\Miscellaneous\Segal, f.m

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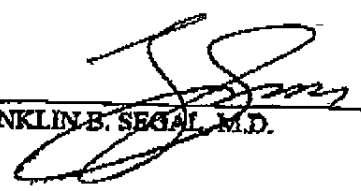
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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, FRANKLIN B. SEGAL, M.D., am familiar with and hereby accept the appointment as Registered Agent for EMERALD COAST ANESTHESIA ASSOCIATES, P.A., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 25<sup>th</sup> day of February, 1999.

  
FRANKLIN B. SEGAL, M.D.

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