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March 19, 1999

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

ATTENTION: New Filings

Re: PRN ANESTHESIA, INC.

Dear Sir/Madam:

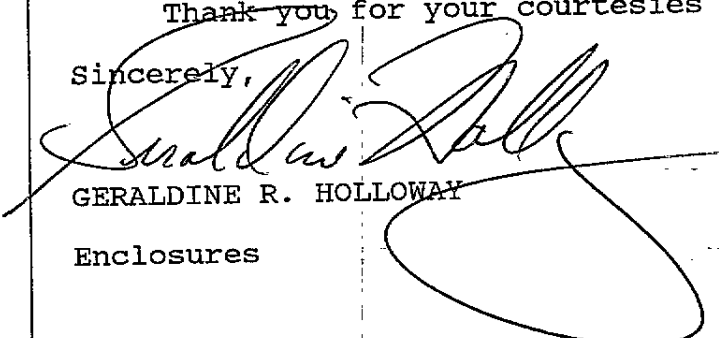
Please find enclosed the original and one copy of the Articles of Incorporation for the above-named Corporation, together with a check in the total amount of \$70.00, for the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00

Kindly stamp the copy of the Articles with the date of filing and return in the enclosed envelope.

Thank you for your courtesies in this regard.


Sincerely,


GERALDINE R. HOLLOWAY

Enclosures

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*****70.00 *****70.00

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TALLAHASSEE, FLORIDA

3/25/99


ARTICLES OF INCORPORATION

OF

PRN ANESTHESIA, INC.

The undersigned Subscriber, being a natural person competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation will be: **PRN ANESTHESIA, INC.**

ARTICLE TWO

The corporation will have perpetual existence unless sooner dissolved according to law, and will commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in any activity or business permitted under the Laws of the State of Florida, and of the United States.

ARTICLE FOUR

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock which will be designated "Common Stock."

ARTICLE FIVE

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

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which it is offered to others.

ARTICLE SIX

The address of the Corporation's principal office and initial registered office, and its mailing address is 12016 Wandsworth Drive, Tampa, FL 33626. The name of the initial registered agent of the Corporation located at its registered office is Paula Bellino.

ARTICLE SEVEN

This corporation will have one director initially. The number of directors may be increased or diminished from time to time by the bylaws of this corporation, but will never be less than one. The name and address of the initial director of this corporation is:

Paula Bellino

12016 Wandsworth Drive
Tampa, FL 33626

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, will hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

NAME and OFFICE

STREET ADDRESS

Paula Bellino/President

12016 Wandsworth Drive
Tampa, FL 33626

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board personally, by means of conference telephones, or as otherwise provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation will indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

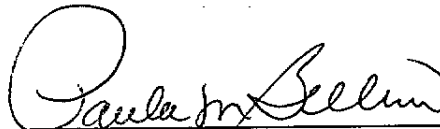
ARTICLE TWELVE

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.

ARTICLE THIRTEEN

The name and address of the incorporator of this corporation are PAULA BELLINO, 12016 Wandsworth Drive, Tampa, FL 33626.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 19th Day of March, 1999.

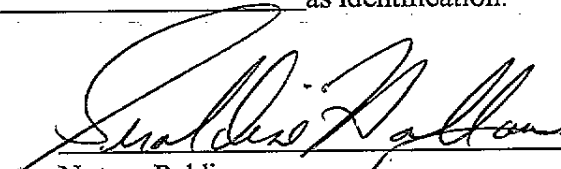


PAULA BELLINO,
Incorporator

STATE OF FLORIDA

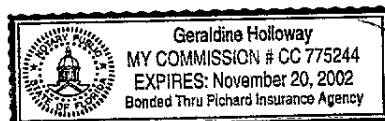
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were SWORN TO AND SUBSCRIBED before me this 19th Day of March, 1999, by PAULA BELLINO, who is personally known to me, or produced as identification.



Notary Public

My Commission Expires:

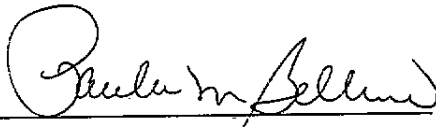


**CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT**

OF

PRN ANESTHESIA, INC.


Pursuant to Section 607.0501 of the General Corporation Act, the above-named Corporation, desiring to organize under the laws of the State of Florida, with its registered office at 12016 Wandsworth Drive, Tampa, FL 33626, has named PAULA BELLINO at such address, as its agent to accept service of process within the State of Florida.


PAULA BELLINO,
Incorporator

ACCEPTANCE OF DESIGNATION

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I hereby accept the appointment to act as registered agent and agree to comply with the provisions of the above-referenced act.

DATED THIS 19th Day of March, 1999.


PAULA BELLINO,
Registered Agent

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