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May 12, 1999

FILED
99 MAY 18 AM 8:58
SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of MID-FLORIDA ANESTHESIA SERVICES, P.A.

Gentlemen:

I am enclosing an original Articles of Incorporation of MID-FLORIDA ANESTHESIA SERVICES, P.A. along with my firm check in the amount of \$70.00 to cover the costs listed below:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Total	\$70.00

Please acknowledge the filing of the above Articles by your letter of confirmation setting forth the document number, etc.

I am also enclosing copy of a printout which shows that Mid-Florida Anesthesia Services, P.C. is a foreign corporation qualified to do business under the name "Mid-Florida Anesthesia Services" and is presently operating in Florida under the direction of Milton E. Taylor. Mr. Taylor is going to dissolve the Missouri corporation which is qualified to do business in Florida terminating his ability to do business under that name in Florida and is incorporating as a Florida corporation as noted above. Mr. Taylor needs to incorporate in Florida first so that he can directly go from one corporation to the other. Please note that we have requested that MID-FLORIDA ANESTHESIA SERVICES, P.A. shall begin on July 1, 1999. If you have any questions regarding this matter, please feel free to call me at your convenience.

Your cooperation is appreciated.

Sincerely,

Hugh M. Palmer

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HMP:cm
Enclosures

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MS

**ARTICLES OF INCORPORATION
OF
MID-FLORIDA ANESTHESIA SERVICES, P.A.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, and a Certified Registered Nurse Anesthetist duly licensed to render services under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under The Professional Service Corporation Act and other laws of the State of Florida:

ARTICLE I

The name of this corporation shall be **MID-FLORIDA ANESTHESIA SERVICES, P.A.**

ARTICLE II

The general nature of the business to be transacted by the corporation is

- (1) To engage in every phase and aspect of the business of rendering all professional services to the public that a Certified Registered Nurse Anesthetist duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are licensed under the laws of the State of Florida to practice anesthesiology.
- (2) To invest the funds of the corporation in real estate, mortgages, stock, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (3) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects of the furtherance of any of the purposes in these Articles of Incorporation or any amendment thereto necessary or incidental to the protection and benefit of the corporation and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of the corporation.

The foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. None of the shares of the corporation may be issued to anyone other than an individual duly licensed to practice anesthesiology in the State of Florida.

ARTICLE IV

The amount of capital with which the corporation shall begin business is One Thousand (\$1,000) Dollars.

ARTICLE V

The corporation is to exist perpetually. The corporate existence shall begin on July 1, 1999.

ARTICLE VI

The initial street address of the principal office of the corporation is 1905 Crystal Downs Court, Oviedo, Florida 32765. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and may also open and maintain other offices within the State of Florida.

ARTICLE VII

The business of the corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall be one; and, subject to such minimum, may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number shall be one.

ARTICLE VIII

The name and street address of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Milton E. Taylor	1905 Crystal Downs Court Oviedo, Florida 32765

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ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as a subscriber, who is a Certified Registered Nurse Anesthetist duly licensed under the laws of the State of Florida to render anesthesia services, is:

<u>Name</u>	<u>Address</u>
Milton E. Taylor	1905 Crystal Downs Court Oviedo, Florida 32765

ARTICLE X

The name of the initial registered agent of this corporation is **MILTON E. TAYLOR** who is located at 1905 Crystal Downs Court, Oviedo, Florida 32765.

I HEREBY ACCEPT the designation as Registered Agent of this corporation.


Milton E. Taylor

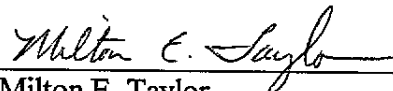
ARTICLE XI

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 it to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII

1. No one other than an individual who is duly licensed as a Certified Registered Nurse Anesthetist under the laws of the State of Florida may own any corporate stock of this corporation; nor may any stockholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, stockholder, agent or employee of this corporation who has been rendering professional anesthesia services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional anesthesia services, he shall sever all employment with, and financial interest in, the corporation.
3. In the event there is more than one stockholder in the corporation before stock is issued to stockholders, they must have negotiated with the other stockholders and/or the corporation a buy-and-sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the buy-and-sell agreement must be filed with the secretary of the corporation and made a part of the records of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of May, 1999.



Milton E. Taylor

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **MILTON E.**

TAYLOR, to me well known to be the person who executed the foregoing Articles of Incorporation and, after being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of May, 1999.

Clarissa D. McConnell
Notary Public, State of Florida

Personally known to me _____

Presented as identification *Fla. Driver's License*

