

P99000068467

TRANSMITTAL LETTER

FILED  
99 JUL 26 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: Titus Anesthesia, Inc.  
(Proposed corporate name - must include suffix)

000002941900--9  
-07/26/99--01152--015  
\*\*\*\*122.50 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: DAY & DAY, P.A.  
Name (Printed or typed)

2801 SW COLLEGE ROAD #13  
Address

OCALA, FL 34474  
City, State & Zip

(352) 237-6161  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN AUG - 2 1999

**ARTICLES OF INCORPORATION  
OF  
TITUS ANESTHESIA, INC.**

**FILED**  
99 JUL 26 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this Corporation is Titus Anesthesia, Inc.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Article V - Principal Office

The street address of the initial principal office of this corporation is 2012 NE 40th Avenue, Ocala, Florida 34470. The mailing address of this corporation is the same.

Article VI - Registered Agent

The name and address of the registered agent of this Corporation is David Titus, located at 2012 NE 40th Avenue, Ocala, Florida 34470.

Article VII - By-laws

The power to adopt, amend, or repeal By-Laws shall be vested in the shareholders.

Article VIII - Initial Board Of Directors

This Corporation shall have one (1) director initially. The number of directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

David Titus  
2012 NE 40th Avenue  
Ocala, Florida 34470

The persons named as initial directors shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified, whichever occurs first.

#### Article IX - Incorporator

The name and address of the incorporator to these articles is: David Titus, 2012 NE 40th Avenue, Ocala, Florida 34470.

#### Article X - Indemnification

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

#### Article XI - Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### Article XII - Amendment

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

#### ARTICLE XIII - Registered Agent Certificate of Designation

Titus Anesthesia, Inc. desiring to organize under the laws of the State Of Florida, with its principal office in the City Of Ocala, County Of Marion, and State Of Florida, has named David Titus, located at 2012 40th Avenue, Ocala, Florida 34470, as its agent to accept service of process within this State.

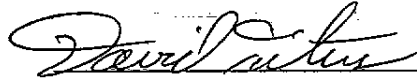
ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



David Titus  
Registered Agent

FILED  
JUL 26 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 22 day of July 1999.



David Titus  
Incorporator

\_\_\_\_\_