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Hayes & Lindell, P.A.

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233 East Bay Street
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FILED
99 NOV 22 AM 7:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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J. Michael Lindell
*Board Certified by the Florida Bar in:
Civil Trial and Business Litigation Law*

Dennis E. Hayes
Admitted to Florida and Georgia Bars

Lee G. Kellison
Also Licensed as CPA

November 18, 1999

VIA FEDERAL EXPRESS

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The Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: St. Johns River Anesthesia & Pain, P.A.

Dear Sir: —

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$122.50 to cover your charges as follows:

Filing Fee	\$ 35.00
Fee for Certified Copy of Articles of Incorporation	52.50
Fee for Filing Certificate of Registered Agent	<u>35.00</u>
Total	\$122.50

Please file the original Articles and Certificate of Registered Agent, certify the copy and return the certified copy to me. Should you need anything further in connection with this matter, please advise.

Sincerely,


Dennis E. Hayes

DEH/nl

Enclosures

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D. BROWN NOV 30 1999

ARTICLES OF INCORPORATION

OF

ST. JOHNS RIVER ANESTHESIA & PAIN, P.A.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is St. Johns River Anesthesia & Pain, P.A. The corporation's initial principal office and mailing address are located at 6500 Crill Avenue, Suite 4, Palatka, Florida 32177.

ARTICLE II

NATURE OF BUSINESS

This corporation is hereby organized as a professional corporation under Chapter 621 of the Florida Statutes (hereby referred to as the "Professional Service Corporation Act" or the "Act") for the sole and specific purpose of engaging in and transacting every aspect of rendering the same professional services to the public that a doctor of anesthesia and pain management, duly licensed under the laws of the state of Florida, is authorized to render to the public. Consistent with the intent for this corporation to constitute a professional corporation under the Act, the following provisions shall apply:

(a) This corporation may not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within this state; provided, however, this provision

shall not be interpreted to include in the term "employee", clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

(b) Any officer, agent or employee of this corporation shall be personally liable and accountable only for negligent or wrongful acts or misconduct committed by that person, or by any person under that person's direct supervision and control, while rendering professional service on behalf of the corporation to the person for whom such professional services were being rendered.

(c) This corporation shall not engage in any business other than the rendering of the professional services for which it was specifically organized; provided, however, nothing in the Act or in any other provisions of existing law applicable to corporations shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real or personal property necessary for the rendering of professional services.

(d) This corporation may not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder of this corporation shall enter into a voting trust agreement or any other

type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

(e) If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, this corporation forthwith.

(f) No shareholder of this corporation may sell or transfer her or his shares in such corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of such corporation.

(g) This corporation shall exchange shares or merge only with other domestic professional corporations or limited liability companies organized under the Act to render the same specific professional service, and a merger or consolidation with any foreign corporation or limited liability company is prohibited.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on November 22, 1999.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 233 E. Bay Street, Suite 620, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation is Dennis E. Hayes. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in

no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Daniel E. Lynch	6500 Crill Avenue, Suite 4 Palatka FL 32177
Dr. Carlos Mijares	159 Confederate Point Road Palatka FL 32177

ARTICLE VII

INCORPORATOR

The name and address of the incorporators of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Daniel E. Lynch	6500 Crill Avenue, Suite 4 Palatka FL 32177
Dr. Carlos Mijares	159 Confederate Point Road Palatka FL 32177

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

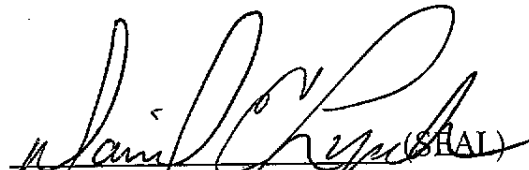
A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

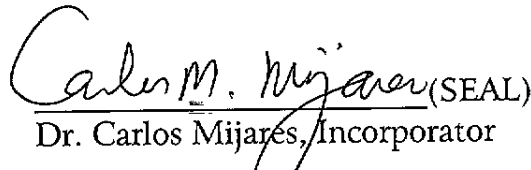
B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice

from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

IN WITNESS WHEREOF, the undersigned incorporators, being natural persons competent to contract, have hereunto set their hands and affixed their seals this 19th day of November, 1999.


Dr. Daniel E. Lynch, Incorporator


Dr. Carlos Mijares, Incorporator

STATE OF FLORIDA }
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me by Dr. Daniel E. Lynch and Dr. Carlos Mijares, (✓) who are personally known to me, or () who have produced their drivers licenses or other type of identification _____ and who did take an oath.

Witness my hand and official seal this 19th day of November, 1999.

Dennis E. Hayes
Notary Public

My Commission Expires: _____

Dennis E. Hayes
Typed, Stamped or Printed

Commission Number

FAWP61\WPDOCS\DHWORK\MIJARES\STJOHNS\ARTICLES
99-289



Dennis E Hayes

My Commission CC728952

Expires May 9, 2002

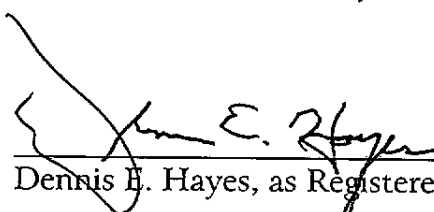
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

FILED
99 NOV 22 AM 7:08
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, St. Johns River Anesthesia & Pain, P.A., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 6500 Crill Avenue, Suite 4, Palatka, Florida 32177, has designated Dennis E. Hayes as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 233 E. Bay Street, Suite 620, Jacksonville, Florida 32202.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon St. Johns River Anesthesia & Pain, P.A., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 233 E. Bay Street, Suite 620, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 19th day of November, 1999.


Dennis E. Hayes, as Registered Agent