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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: ABSOLUTE ANESTHESIA CORPORATION
AUDIT NUMBER.....H98000002954
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 12, 1998

EMPIRE -

SUBJECT: ABSOLUTE ANESTHESIA CORPORATION
REF: W98000003193

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

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ARTICLES OF INCORPORATION

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of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ABSOLUTE ANESTHESIA CORPORATION
(Name of Corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME/ADDRESS

The name of the Corporation and address of the Corporation is:

Principal: ABSOLUTE ANESTHESIA CORPORATION
Address: 9506 So. RED ROAD MIAMI FLORIDA 33156

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue FIFTY (50) Shares of TEN Dollar(s) (\$ 10.00) par value Common Stock, which shall be designated "Common Shares".

Prepared By: Douglas W. OESTERLE
9506 So. RED ROAD
MIAMI, FLORIDA 33156

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Name: Douglas W. Oesterle
Address: 9506 9506 SOUTH RED ROAD
City: MIAMI State: FLORIDA Zip: 33156

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the Corporation are as follows:

Name: Maria Garcia-Otero, president
Address: 2401 Alhambra Circle
City: Coral Gables State: FL Zip: 33134

Name: _____
Address: _____
City: _____ State: _____ Zip: _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28th day of January, 1998.

Maria Garcia-Otero (Seal)
2401 ALHAMBRA CIRCLE
CORAL GABLES, FL (Seal)
33134

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CERTIFICATE TO ACKNOWLEDGE REGISTERED AGENT

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Certificate of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of:

ABSOLUTE ANESTHESIA CORPORATION

Pursuant to Florida Statutes, Section 48.091 and 607.034, the following is submitted: The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at: 9506 So. RED ROAD

MIAMI, FLORIDA 33156
has named: DOUGLAS W. OESTERLE
located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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

/ Douglas W. Oesterle
Registered Agent

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