

LO3000027661

Florida Department of State
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TALLAHASSEE, FLORIDA

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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : WEBSTER & PARTNERS, P.L.
Account Number : I20000000284
Phone : (407) 691-0500
Fax Number : (407) 691-0501

DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

Central Florida Women's Care, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION
OF
CENTRAL FLORIDA WOMEN'S CARE, LLC

Pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I
NAME

The name of this limited liability company (the "Company") shall be CENTRAL FLORIDA WOMEN'S CARE, LLC.

ARTICLE II
DURATION

Unless earlier terminated pursuant to the Act or the operating agreement (as defined in §608.402 (24) of the Act) of this Company, the period of its duration shall be perpetual.

ARTICLE III
ADDRESS

The mailing address and the street address of the principal office of this Company shall be:

CENTRAL FLORIDA WOMEN'S CARE, LLC
c/o Webster, Chaires & Partners, P.L.
1936 Lee Road, Suite 101
Winter Park, Florida 32789

ARTICLE IV
REGISTERED AGENT

The initial registered office of this Company shall be 1936 Lee Road, Suite 101, Winter Park, Florida 32789, and its initial registered agent at such office shall be W&P Services, Inc.

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**ARTICLE V
ADDITIONAL MEMBERS**

Pursuant to §608.4232, of the Act, additional members may be admitted as provided in the operating agreement, as amended from time to time.

**ARTICLE VI
CONTINUATION OF BUSINESS**

Pursuant to §608.441(1)(d), Florida Statutes, this Company shall have the right to continue the Company's business upon the occurrence of any event that terminates this Company because there are no members.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

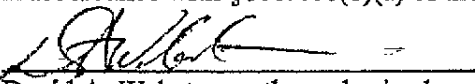
This Company will be managed by manager(s) appointed by the members in accordance with the terms of the operating agreement. As such, the Company will be manager-managed. Such managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with such positions under corporate law. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that such managers shall hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Bruce H. Breit, M.D.	President
Matthew Mervis, M.D.	Vice President
Michael Tortorella	Treasurer
Nancy Brown	Secretary

The address of the managers shall be as follows:

100 Perth Lane
Winter Park, Florida 32792-4138

IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.408(1)(a) of the Act.


 David A. Webster, as the authorized
 representative of a member of the Company
 Dated: July 28, 2003

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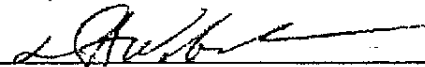
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CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Chapter 608, Florida Statutes (1999), as amended from time to time (the "Act"), the following is submitted:

CENTRAL FLORIDA WOMEN'S CARE, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates W&P Services, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1936 Lee Road, Suite 101, Winter Park, Florida 32789.

DATED this 28 day of July, 2003.


David A. Webster, as the authorized representative of a member of the company

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Having been named as registered agent to accept service of process for the above named limited liability company, at the place designated in this certificate, I, on behalf of W&P Services, Inc., as its president, hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 28 day of July, 2003.

W&P Services, Inc., a Florida corporation

By: 
David A. Webster, President