

L 9500000684

FILED
SEP - 7 1995
TALLAHASSEE, FLORIDA

Pennington & Hansen
(Requestor's Name)

215 S. Monticello
(Address)

Tallahassee, FL 32301 222
(City, State, Zip) (Phone #)

3533

OFFICE USE ONLY

500001580205
-09/08/95--01030--002
****285.00 ****285.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HMS/MacFarland & Drier L.C.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in Pick up time *Call when ready* Certified Copy
- Mail out Will wait Photocopy Certificate of Status

RECEIVED
SEP - 7 1995 11:21
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

BROWN SEP - 7 1995

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

HMS/McFARLAND & DRIER, L.C.

RECORDED
1995-09-07

The undersigned, desiring to form a limited liability company under Section 608.401 et seq. of the Florida Statutes, does hereby state the following:

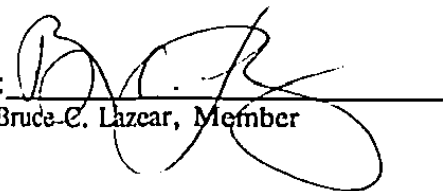
- FIRST:** The name of the limited liability company is HMS/McFarland & Drier, L.C.
- SECOND:** The duration of the limited liability company shall be perpetual.
- THIRD:** The mailing address and street address of the principal office of the limited liability company is 1201 Brickell Ave., Miami, Florida 33131.
- FOURTH:** The members of the limited liability company, by unanimous agreement, from time to time may admit additional members and shall determine the capital contribution, if any, to be made by each such additional member and the membership interest to be held by each such additional member. In addition, the transferee of all or a portion of a member's membership interest may become a member, but only with the consent of the manager and all of the other members.
- FIFTH:** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of the limited liability company or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members, with the consent of all of them, may continue the business of the limited liability company.
- SIXTH:** The limited liability company shall be managed by a manager. The initial manager, who shall serve as manager until the first annual meeting of members or until such manager's successor is elected and qualified, is HMS Communications, Ltd., an Ohio limited liability company, whose address is 10 West Broad Street, Suite 1400, Columbus, Ohio 43215.
- SEVENTH:** These Articles of Organization shall become effective upon filing.

IN WITNESS WHEREOF, the undersigned member of the limited liability company has executed this instrument as of September 6, 1995.

HMS COMMUNICATIONS, LTD.,
an Ohio limited liability company

By: _____

Bruce E. Lazear, Member



State of Ohio)
County of Franklin)

Before me, the undersigned authority, personally appeared Bruce C. Lazear, a member of HMS Communications, Ltd., an Ohio limited liability company which is a member of HMS/McFarland & Drier, L.C., a Florida limited liability company, who is personally known to me and, having been duly sworn, acknowledged that he signed the foregoing for the purposes set forth therein.

[Signature] 9/6/95
Notary Public, State of Ohio
Printed Name: Jesssey R. Jenkins
Commission expires: No expiration



JEFFREY B. JENKINS
ATTORNEY AT LAW
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION HAS NO EXPIRATION

AFFIDAVIT OF CAPITAL

OF

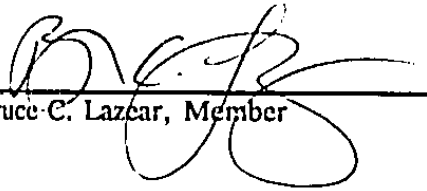
HMS/McFARLAND & DRIER, L.C.,
a Florida limited liability company

The undersigned, being a member of HMS/McFarland & Drier, L.C., a Florida limited liability company, having been first duly sworn, hereby declares as follows:

1. The Company has at least two members.
2. The amount of cash initially contributed to the Company by the members is \$1,000.
3. It is not anticipated that the members will make any further capital contributions to the Company.

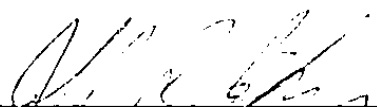
FURTHER AFFIANT SAYETH NOT.

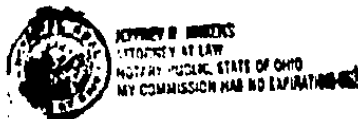
HMS COMMUNICATIONS, LTD.,
an Ohio limited liability company

By: 
Bruce C. Lazear, Member

State of Ohio)
)
County of Franklin)

Before me, the undersigned authority, personally appeared Bruce C. Lazear, a member of HMS Communications, Ltd., an Ohio limited liability company which is a member of HMS/McFarland & Drier, L.C., a Florida limited liability company, who is personally known to me and, having been duly sworn, acknowledged that he signed the foregoing for the purposes set forth therein.


Notary Public, State of Ohio
Printed Name: Jeffrey R. Jinkens
Commission expires: No expiration



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of

HMS/McFARLAND & DRIER, L.C. deposes and says:

- 1) the above named liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$1,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is a description of the property is attached and made a part hereto. \$ N/A.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ N/A.
- 5) the total amount of 2, 3, and 4 is \$1,000.00.

HMS COMMUNICATIONS, LTD.,
an Ohio limited liability company

By


Bruce G. Lazear, Member

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: HMS/McFarland & Drier, L.C.

2. The name and address of the registered agent and office is:

John Arnholt

(NAME)

1201 Brickell Ave.

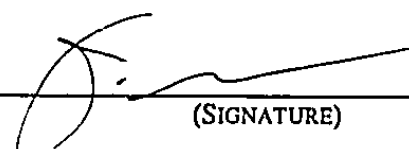
(P.O. BOX **NOT** ACCEPTABLE)

Miami, Florida 33131

(CITY/STATE/ZIP)

RECEIVED
SEP 11 1995
MIRAGE 01

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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.



(SIGNATURE)

9/6/95

(DATE)

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

MAR 15 1996

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 230.75
Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000684
HMS/MCFARLAND & DRIER, L.C.
1201 BRICKELL AVENUJE
MIAMI FL 33131

1a. Principal Place of Business Address
1201 BRICKELL AVENUJE
MIAMI FL 33131

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business
Suite, Apt #, etc
City & State
Zip Country

2a. Mailing Address
Suite, Apt #, etc
City & State
Zip Country

3. Date Organized or Qualified
09/07/1995

3a. State of Formation
FL

4. FEI Number
65-0609758
 Applied For
 Not Applicable

5. Date of Last Report

6. Certificate of Status Desired
 Additional Fee Required

7. Name and Address of Current Registered Agent
ARNHOLT, JOHN
1201 BRICKELL AVENUJE
MIAMI FL 33131

8. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt #, etc
City
Zip Code
FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (X) (X) (Registered Agent Signature Required when re-appointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	HMS COMMUNICATIONS, LT	10 WEST BROAD STREET, SUIT	COLUMBUS OH 40000174416-4 -03/15/96--01024--001 ****238.75 ****238.75 SP/ale 3/12/96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: John Arnholt, Sup. 3/2/96 305-381-7044

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

L9500000684



PREMIER HALL
LEGAL & FINANCIAL SERVICES

RECEIVED
96 NOV 26 PM 1:15
ACCOUNT NO. : 072100000032
REFERENCE : 168095 4329479
AUTHORIZATION : Patricia Pyjants
COST LIMIT : \$ ~~87.50~~ 105.00

ORDER DATE : November 26, 1996
ORDER TIME : 11:14 AM
ORDER NO. : 168095-005
CUSTOMER NO: 4329479

300002014919--1

CUSTOMER: Karen Bohn, Legal Assistant
Baker & Hostetler
2300 Sun Bank Ctr., Box 112
200 South Orange Avenue
Orlando, FL 32802

FILED
96 NOV 26 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: HMS/MCFARLAND & DRIER, L.C.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

11/26/96
Change w/ Amendment
PC

RECEIVED
96 NOV 25 PM 1:15
DIVISION OF CORPORATION

FILED
96 NOV 26 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

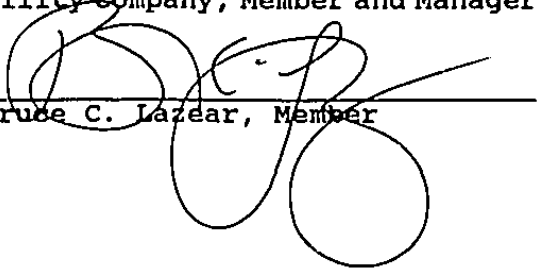
Certificate of Amendment to
Articles of Organization
of
HMS/McFARLAND & DRIER, L.C.

The undersigned, pursuant to Section 608.411 of the Florida Statutes, does hereby desire to amend the Articles of Organization of HMS/McFarland & Drier, L.C., a Florida limited liability company (the "Company"), and does hereby state the following:

1. The name of the Company is HMS/McFarland & Drier, L.C.
2. The date of filing of the Articles of Organization with the Florida Department of State was September 7, 1995.
3. The undersigned member of the Company hereby amends the Articles of Organization as follows:
 - a. The name of the Company is hereby amended to **HMS Partners Miami, L.C.**; and
 - b. The name of the member and Manager of the Company, f/k/a HMS Communications, Ltd., has been amended to **HMS Partners, Ltd.**, an Ohio limited liability company, by filing with the Ohio Secretary of State a Certificate of Amendment to Articles of Organization of HMS Communications, Ltd., effective September 18, 1995.
4. Except as modified herein, the Articles of Organization of HMS/McFARLAND & DRIER, L.C. shall be and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned member of the Company has executed this Certificate of Amendment to Articles of Organization this 20th day of November, 1996.

HMS PARTNERS, LTD., an Ohio Limited Liability Company, Member and Manager

By: 
Bruce C. Lazear, Member