

L95000000959

1201 HAYS STREET  
TALLAHASSEE, FL 32304  
904-222-1171  
904-222-0333 FAX

800-112-8086



ACCOUNT NO. : 072100000032  
REFERENCE : 761109 4656A  
AUTHORIZATION : *Patricia Pizito*  
COST LIMIT : \$ 337.50

ORDER DATE : December 11, 1995

ORDER TIME : 10:14 AM

ORDER NO. : 761109

8000011658928

CUSTOMER NO: 4656A

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: PEDIATRIC HEALTH MANAGEMENT SERVICES, L.C.

FILED  
95 DEC 11 AM 8 10  
TALLAHASSEE FLORIDA

XXX ARTICLES OF ORGANIZATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*SAB*  
*12/11/95*

**ARTICLES OF ORGANIZATION  
OF  
PEDIATRIC HEALTH MANAGEMENT SERVICES, L.C.**

**FILED**

95 DEC 11 AM 8 10

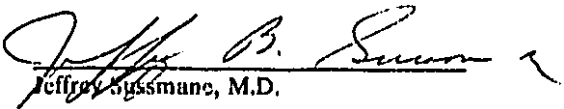
SECRETARY OF STATE  
CORPORATION, FLORIDA

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608);

1. Name. The name of the this limited liability company is Pediatric Health Management Services, L.C. ("Company").
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the earlier of December 31, 2045 or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless Members owning a majority of the percentage interests in the Company consent to continue the Company; provided, however, that the Company shall not dissolve upon the occurrence of any of the events described in Florida Statutes Section 608.441(1)(c) with respect to a member that is not a member of the Management Committee.
3. Mailing Address and Street Address. The Company's mailing and street address is: 3100 S.W. 62nd Avenue, Miami, Florida 33155.
4. Registered Agent and Office. The name of the initial registered agent of the Company is Jeffrey Sussmane, M.D. The street address of the initial registered agent of the Company is 3100 S.W. 62nd Avenue, Miami, Florida 33155.
5. Additional Members. Additional members to the Company may be admitted by the Management Committee of the Company.
6. Termination of Membership. In the event of the death, retirement, resignation, expulsion, or bankruptcy, or other event that terminates the continued membership of any member of the Management Committee of the Company, the remaining Members may, by a vote of members owning a majority of the percentage interests in the Company, continue the business of the Company. The Company will continue the business in the event of the death, retirement, resignation, expulsion, or bankruptcy, or in the event of the dissolution, of a member or the occurrence of any other event that terminates the continued membership of any member that is not a member of the Management Committee of the Company.
7. Management of the Company. The management of the limited liability company is reserved to a management committee. The following persons will initially be the management committee members:  
  
Name and Address  
  
Jeffrey Sussmane, M.D.  
Pediatric Health Management Services, L.C.  
3100 S.W. 62nd Avenue  
Miami, Florida 33155
8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company, by a vote of members owning two-thirds of the percentage interests in the Company.

9. Right to Become Member. An assignee of an interest in the Company may become a member only with the consent of a majority of the percentage interests in the Company.
10. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.


The undersigned executed these Articles of Organization effective as of December 6, 1995.

  
Jeffrey Sussman, M.D.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Pediatric Health Management Services, L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$400; and
- 3) the total amount of cash or property anticipated to be contributed by members is \$400.

  
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**

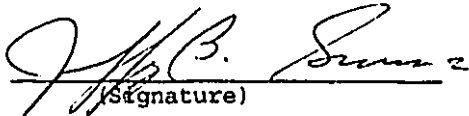
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:  

Pediatric Health Management Services, L.C.
2. The name and address of the registered agent and office is:

Jeffrey Sussmane, M.D.  
Pediatric Health Management Services, L.C.  
3100 S.W. 62nd Avenue  
Miami, Florida 33155

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)

12/6/95  
\_\_\_\_\_  
(Date)

FILED  
95 DEC 11 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L9500000959

1201 HAYS STREET

800-312-8086

96 AUG 19 AM 10:52

**CSC networks**

PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 057446 4303929

AUTHORIZATION :

*Patricia Piquito*

COST LIMIT : \$ 105.00

ORDER DATE : August 19, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 057446

CUSTOMER NO: 4303929

CUSTOMER: Ms. Joanna E. Iglesias  
Greenberg Traurig Hoffman  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-2238

*Change*  
*Amend*

DOMESTIC AMENDMENT FILING

NAME: PEDIATRIC HEALTH MANAGEMENT SERVICES, 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: ADU

FILED  
96 AUG 19 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ADU*  
*8/19/96*  
*ADU*  
*ADU*  
*ADU*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
PEDIATRIC HEALTH MANAGEMENT SERVICES, L.C.

96  
FILED  
AUG 19 PM 1:26  
SEC  
FILE

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned, being a managing member of **PEDIATRIC HEALTH MANAGEMENT SERVICES, L.C.**, a Florida limited liability company (the "Company") does hereby execute and file with the Florida Department of State these Articles of Amendment to Articles of Organization.

1. The name of the limited liability company is **PEDIATRIC HEALTH MANAGEMENT SERVICES, L.C.**


2. The date of filing of the original Affidavit of Membership and Contributions of Limited Liability Company is December 11, 1995.

3. Item 1. of the Company's Articles of Organization shall be amended in its entirety to read as follows:


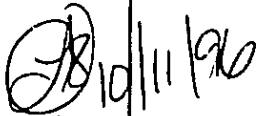
"1. Name. The name of this limited liability company is **PREMIUM HEALTH MANAGEMENT COMPANY, L.C.** ("Company").

4. Except as hereby amended, the Articles of Organization of the Company shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Organization this 10 day of August, 1996.

  
Jeffrey Susmane, M.D.

**2nd NOTICE:** Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstate: \$738.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra L. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 96 SEP 26 PM 4:16 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> \$ 263.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # L9500000959</b>  PEDIATRIC HEALTH MANAGEMENT SERVICES, L.C. 3100 S.W. 62ND AVE. MIAMI FL 33155		1a. Principal Place of Business Address 3100 S.W. 62ND AVE. MIAMI FL 33155			
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.					
2. Principal Place of Business c/o Miami Children's Hospital - Critical Care Suite, Apt. #, etc. 3100 SW 62 Avenue City & State Miami, FL Zip 33155		2a. Mailing Address Suite, Apt. #, etc. 3100 SW 62 Avenue City & State Miami, FL Zip 33155		3. Date Organized or Qualified 12/11/1995 3a. State of Formation FL	
				4. FEI Number 65-0634800 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report 6. Certificate of Status Desired <input checked="" type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent SUSSMANE, JEFFREY M.D. 3100 S.W. 62ND AVE. MIAMI FL 33155			8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City 000001972720--5 10/14/96 01027 001 ***263.75 ***263.75		
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) (NOTE: Registered Agent signature required when resigning)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR.	SUSSMANE, JEFFREY M.D.	3100 S.W. 62ND AVE.		MIAMI FL , 33155	
Managing Mem.	TIROTTA, CHRISTOPHER, MD	3100 SW 62ND AVE.		MIAMI, FL 33155	
Managing Mem.	BECK, MORRIS, MD	7800 SW 87 AVE, #B-240		MIAMI, FL 33173	
Managing Mem.	HOWARD, CLEVE, MD	3200 SW 60 Ct. #103		MAIMI, FL 33155	
Managing Mem.	REVES-GARCIA, JESSIE MD	3200 SW 60 CT. #204		MAIMI, FL 33155	
Member	HERTZBERG, BETTI, MD	7700 RED RD.		S. MIAMI, FL 33143	
					
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: _____			Date: 6/18/96 662-2639		
SIGNATURE MUST BE PRINTED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER					