

L96000001148

10/31/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:08 AM

((H96000015330 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ANNE MARIE LA FERLA
PHONE: (954)527-6221

ACCT#: 076077000521

FAX #: (954)764-6996

NAME: PEDIATRIC SUBSPECIALTY GROUP, L.C.

AUDIT NUMBER.....H96000015330

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 6

DEL.METHOD.. FAX

EST.CHARGE.. \$337.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP * VT102 * PDK * 9600 E71 * LOG CLOSED * PRT OFF * 9600

RECEIVED

95 OCT 31 AM 11:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 31 PM 1:23

FILED

2010-0025
FALL 4/17/96
11/13/96

#06000015330

**ARTICLES OF ORGANIZATION OF
PEDIATRIC SUBSPECIALTY GROUP, L.C.**

FILED
96 OCT 31 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is Pediatric Subspecialty Group, L.C.
2. **Duration.** The period of duration of the limited liability company is thirty (30) years from the date of filing hereof with the Florida Secretary of State, unless sooner dissolved as provided by statute or by the Pediatric Subspecialty Group, L.C. Regulations.
3. **Purpose.** This limited liability company is organized for the purpose of operating as an individual practice association to provide, or arrange for the provision, through contractual arrangements with physicians and groups of physicians, of pediatric subspecialty medical care, treatment and services to enrollees of managed care entities and other patients, whether on a capitated or fee-for-service basis, or otherwise through direct and indirect contractual arrangements with managed care entities and other third party payors responsible for the payment and/or provision of medical care, treatment and/or services, and engaging in any other lawful activities and transactions incident to the foregoing in which a limited liability company may engage under Florida law.
4. **Principal Place of Business.** The address of its principal place of business is 5325 Greenwood Avenue, Suite 207, West Palm Beach, Florida 33407.
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Zorik Spector, M.D., 5325 Greenwood Avenue, Suite 202, West Palm Beach, Florida 33407.
6. **Capitalization.** The capital contributions of the Members, having an agreed value totaling \$22,500, when contributed, shall be allocated as follows:

Prepared by: David F. Parish, Esq., FL Bar #275786
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

#06000015330

PTL10240012

896000015338

Name	Contribution
Harry Bayron, M.D.	\$1,500.00
Lucy S. Cohen, M.D.	\$1,500.00
Renato Dubois, M.D.	\$1,500.00
Charles E. Flack, M.D.	\$1,500.00
Lee S. Friedman, M.D.	\$1,500.00
G. Gonzalez, M.D.	\$1,500.00
Melvyn P. Karp, M.D.	\$1,500.00
Alberto Marante, M.D.	\$1,500.00
Jose R. Mateo, M.D.	\$1,500.00
Luis Oliva, M.D.	\$1,500.00
Jose G. Poliak, M.D.	\$1,500.00
Jorge Sallent, M.D.	\$1,500.00
Zorik Spektor, M.D.	\$1,500.00
Ahmad Toufanian, M.D.	\$1,500.00
Anwar Vardag, M.D.	\$1,500.00

7. Additional Liability of Members. No additional capital contributions of the Members will be required.
8. Admission of Additional Members. Additional Members may only be admitted with the consent of the Members constituting not less than two-thirds (2/3) of all of the Members, as provided in the Company's regulations adopted by the Members (the "Regulations").
9. Continuity. The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, with the unanimous approval of all of the Members as provided in the Regulations.
10. Management. The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Managers who shall have exclusive authority to act for the limited liability company in all matters. The name and address of the initial Managers of the Company are:

Harry Bayron, M.D., 5325 Greenwood Avenue, West Palm Beach, FL 33407
 Lee Friedman, M.D., 2889 Tenth Avenue North, Lake Worth, FL 33461
 Zorik Spektor, M.D., 5325 Greenwood Avenue, West Palm Beach, FL 33407

Prepared by: David F. Parish, Esq., FL Bar #275786
 Truden McClosky, Et al., P. O. Box 1900
 Fort Lauderdale, Florida 33301
 (305) 764-6660

896000015338

FTL10200010

890000015330

DATED this 31st day of October, 1996.

David F. Parish

Member and Manager

Iruden McClosky

Member and Manager

890000015330

FTL:103440:1

Prepared by: David F. Parish, Esq., FL Bar #275786
Iruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6460

796000015338

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for Pediatric Subspecialty Group, L.C., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 31st day of October, 1996.



FILED
96 OCT 31 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

796000015338

Prepared by: David F. Pariah, Esq., FL Bar #275786
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

896000015338

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of Pediatric Subspecialty Group, L.C. deposes and says:

1. The above-named limited liability company has at least two (2) Members;
2. The total amount of cash contributed by the Members is \$ 22,500.00; and
3. The Members have not contributed any property other than cash.



Member and Manager

896000015338

FL 102440.1

Prepared by: David F. Parish, Esq., FL Bar #275786
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

SENT BY: RUDEN MCCLOSKEY

11-13-96 10:33AM

L96000001148

FILED
56 NOV 13 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/12/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:23 PM

((H96000015940 5))

TO: DIVISION OF CORPORATIONS	FAX #: (904)922-4000
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, CONTACT: ANNE MARIE LA FERLA PHONE: (954)527-6221	ACCT#: 076077000521 FAX #: (954)764-4996

NAME: PEDIATRIC SUBSPECIALTY GROUP, L.C.	
AUDIT NUMBER.....H96000015940	PAGES..... 2
DOC TYPE.....LIMITED LIABILITY AMENDMENT	DEL.METHOD.. FAX
CERT. OF STATUS..0	EST.CHARGE.. \$78.75
CERT. COPIES.....1	

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Alt-Z FOR HELP VT102

• FDX • 9600 B71 • LOG CLOSED • PRT OFF •

RECEIVED
56 NOV 13 AM 11:10
DIVISION OF CORPORATIONS

*Coropnc ✓
Ludas*



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

November 13, 1996

PEDIATRIC SUBSPECIALTY GROUP, L.C.
5125 GREENWOOD AVENUE
SUITE 202
WEST PALM BEACH, FL 33407

SUBJECT: PEDIATRIC SUBSPECIALTY GROUP, L.C.
REF: L96000001148

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must be signed by a member or an authorized representative of a member.

Please return 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 (804) 487-6902.

Linda Stitt
Corporate Specialist

FAX And. #: 896000015940
Letter Number: 89600001694

#96000015940

FILED

96 NOV 13 AM 11:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
PEDIATRIC SUBSPECIALTY GROUP, L.C.**

The following provision of the Articles of Organization of PEDIATRIC SUBSPECIALTY GROUP, L.C., a Florida limited liability company (the "Company"), filed with the Department of State on October 31, 1996, Charter Number L96000001148 is hereby amended as shown below:

Article I of the Company's Articles of Organization is amended to read in its entirety as follows:

1. Name. The name of the limited liability company is Pediatric S.G., L.C.

The foregoing amendment was adopted by a Joint Resolution of all the Members and all the Managers of this Company on November 11, 1996.

IN WITNESS WHEREOF, the undersigned, being the Member of this Company has executed this Certificate of Amendment as of November 11, 1996.

By:



Zorik Spektor, M.D., member

#96000015940

Prepared by: Manuel R. Valcarlos, IV, Esq., FL Bar #0079911
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660