



L 000 00000278

ACCOUNT NO. : 072100000032

REFERENCE : 538781 9725B

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 155.00

ORDER DATE : January 5, 2000

ORDER TIME : 10:09 AM

ORDER NO. : 538781-005

900003088959--7

CUSTOMER NO: 9725B

CUSTOMER: Ms. Jeanne L. Seewald  
ROETZEL & ANDRESS  
ROETZEL & ANDRESS  
Trainon Centre, Third Floor  
850 Park Shore Drive  
Naples, FL 34103

DOMESTIC FILING

NAME: SOUTH FLORIDA INPATIENT  
MEDICAL SPECIALIST, P.L.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*VB*  
*1-7-00*

RECEIVED  
00 JAN -5 PM 12:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*W-413*  
*02250/01128/000-71*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 6, 2000

CSC

TALLAHASSEE, FL

SUBJECT: SOUTH FLORIDA INPATIENT MEDICAL SPECIALIST, P.L.  
Ref. Number: W00000000413

We have received your document for SOUTH FLORIDA INPATIENT MEDICAL SPECIALIST, P.L. and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

The specific purpose of the entity must be set forth in the document.

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 (850) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 900A00000624

00 JAN -5 PM12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**ARTICLES OF ORGANIZATION  
OF  
SOUTH FLORIDA INPATIENT MEDICAL SPECIALIST, P.L.**

The undersigned, for the purpose of forming a professional limited liability company under the Florida Professional Limited Liability Company Act, F.S. Chapters 608 and 621, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be South Florida Inpatient Medical Specialist, P.L. ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be 1174 Strawberry Court, Marco Island, Florida 34145.

**ARTICLE III -- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

**ARTICLE IV -- PURPOSE**

The Company is organized for the sole and specific purpose of rendering professional medical services and its members shall consist of only professional limited liability companies, professional corporations or individuals who are duly licensed or otherwise legally authorized to render professional medical services.

**ARTICLE V -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Michael W. McArdle, Esq., Roetzel & Andress, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

**ARTICLE VI -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

00 JAN -5 PM 12:42  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED

ARTICLE VII -- TERMINATION OF EXISTENCE

Upon the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, the business of the Company may be continued by the consent of the remaining member or members.

ARTICLE VIII -- MANAGEMENT

The Company shall be managed by the manager or managers elected or appointed by the members in accordance with the Operating Agreement to be adopted by the members for the management of the business and affairs of the Company. This Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is:

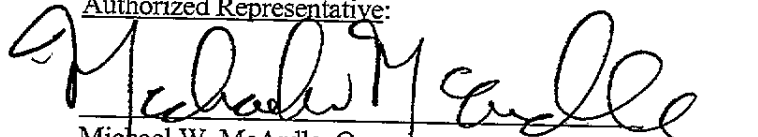
NAME	ADDRESS
Richard D. Otto, M.D.	1174 Strawberry Court Marco Island, Florida 34145

ARTICLE IX - AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

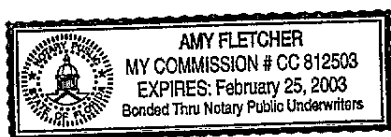
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Naples, Florida, on this 6th day of January, 2000.

Authorized Representative:

  
Michael W. McArdle, Organizer

STATE OF FLORIDA           )  
  ) ss:  
COUNTY OF COLLIER       )

The foregoing instrument was acknowledged before me this 6th day of January, 2000, by Michael W. McArdle, as authorized representative of South Florida Inpatient Medical Specialist, P.L.C. She is ( X ) personally known to me or ( ) has produced \_\_\_\_\_ as identification.



  
NOTARY PUBLIC

Name: Amy Fletcher  
(Type or Print)

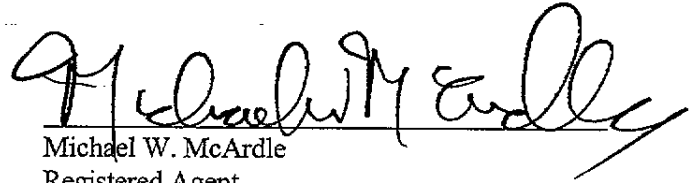
My Commission Expires:

APPROVED  
AND  
FILED  
00 JAN -5 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SOUTH FLORIDA INPATIENT MEDICAL SPECIALIST, P.L.**

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of South Florida Inpatient Medical Specialist, P.L., as the registered agent of this professional limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
Michael W. McArdle  
Registered Agent

305507\_1

APPROVED  
AND  
FILED  
00 JAN -5 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA