

**L00000000 6406**

**THOMAS WANDERON & ASSOCIATES**  
**♦ TAX ACCOUNTING, INC. ♦**

January 06, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

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-01/10/00--01093--021  
\*\*\*337.50 \*\*\*155.00

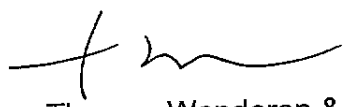
182 50

W-1112

Enclosed please find Articles of Organization for North Naples Physicians Care Center, L.L.C., a limited Liability Company, along with a check in the amount of \$337.50 to cover the various fees and taxes.

Please return any pertinent information to this office.

Very truly yours,



Thomas Wanderon & Associates

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**FILED**  
00 JUN -2 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 13, 2000

THOMAS WANDERON & ASSOCIATES  
9915 TAMIAMI TRAIL NORTH, STE. #2  
NAPLES, FL 34108

We have received your document for NORTH NAPLES PHYSICIANS CARE CENTER, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please note that the fees for this filing have been reduced. Please sign, date, and return the enclosed refund application.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 200A00001911

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TALLAHASSEE FLORIDA

**THOMAS WANDERON & ASSOCIATES**  
♦ TAX ACCOUNTING, INC. ♦

May 25, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Enclosed please find Articles of Organization for North Naples Physicians Care Center, L.L.C., a Limited Liability Company.

You will note that we had originally sent the Articles for this company in January 2000. They were returned by your office for changes (see attached letter dated January 13/2000). Since that time, additional changes were also made to the company ownership.

Please advise if the payment of \$155.00 which you accepted at that time to cover the various fees and taxes is still applicable to this application.

Please return any pertinent information to this office.

Very truly yours,



Jeffrey R. Lamb, E.A.  
Thomas Wanderon & Associates

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TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION OF**  
**North Naples Physicians Care Center, L.L.C.**  
**a Limited Liability Company**

The undersigned hereby certify that we have associated ourselves for the purpose of forming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such Limited Liability Company.

**ARTICLE I - NAME**

The name of the company is North Naples Physicians Care Center, L.L.C., (The "Company").

**ARTICLE II - ADDRESS OF PLACE OF BUSINESS**

The mailing address and the street address of the principal office of the company is: 9975 Tamiami Trail North, Suite 1, Naples, FL 34108.

**ARTICLE III - PERIOD OF DURATION**

Unless dissolved earlier in accordance with the laws of the State of Florida or the Regulations of the Company, the Company shall exist perpetually.

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## ARTICLE IV - RESTRICTIONS ON MEMBERSHIP

Members may admit additional Members upon the unanimous agreement of the then existing Members. Contributions required of the new members shall be determined as of the time of admission to the Limited Liability Company. A member's interest in the Limited Liability Company may be sold or otherwise transferred but only as provided in the Regulations.

## ARTICLE V - MANAGEMENT

The Company is to be managed by Managers as more particularly provided in the Company's Regulations. The name and address of the initial Manager of the Company, who is to serve as Manager until the first annual meeting of Members or until successors are elected and qualified, pursuant to the Company's Regulations, is as follows:

Dr. Robert C. McGann  
6987 Greentree Drive  
Naples, FL 34108

## ARTICLE VI - REGISTERED OFFICE AND AGENT

Certificate designating the registered office at 9975 Tamiami Trail North, Suite #1, Naples, FL 34108 for the service of process within Florida, naming agent upon whom may be served:

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that North Naples Physicians Care Center, L.L.C. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Naples, State of Florida, has named Jeffrey R. Lamb located at 9915 Tamiami Trail North, Suite 2, Naples, FL 34108 to accept

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service of process within Florida.

Signed: Robert C. McEwen  
Title: MANAGING MEMBER  
Date: 5/25/2000

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

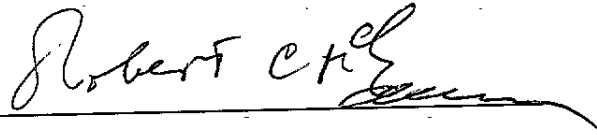
Signed: JM  
Date: 05/25/2000

#### ARTICLES VII - CONTINUITY OF BUSINESS

The Company shall continue until the earlier of: the unanimous written agreement of all Members to dissolve the Company; the cessation of the Company's business; the bankruptcy or receivership of the Company; or the death, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued Membership of a Member in the Company, unless, upon such event, the business of the Company continued by the consent of all of the remaining Members of the Company.

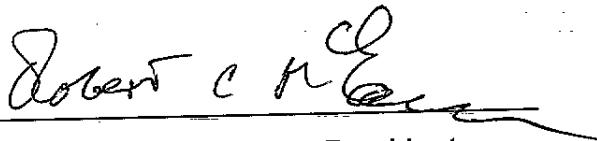
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Executed by the undersigned at Naples, Florida on the 25<sup>th</sup> day of  
MAY, 2000.



Dr. Robert C. McGann  
6987 Greentree Drive  
Naples, FL 34108, Member

Executed by the undersigned at Naples, Florida on the 25<sup>th</sup> day of  
MAY, 2000.



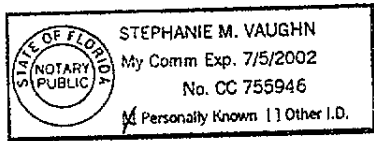
Dr. Robert C. McGann, President,  
North Naples Physicians Care Center, Inc.  
9975 Tamiami Trail North, Suite 1  
Naples, FL 34108, Member

*In accordance with Florida Statutes 608.408(3), the execution of these Articles of Organization constitutes an affirmation under the penalties that the facts stated herein are true.*

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00 JUN -2 PM 3:24  
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TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me  
this 25<sup>th</sup> day of May, 2000, by Dr. Robert C. McGann, on behalf  
of North Naples Physicians Care Center, L.L.C., a Limited Liability Company.

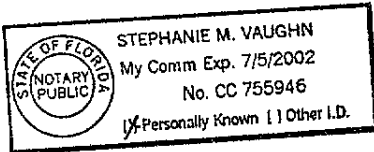


*Stephanie M. Vaughn*

Name:  
Notary Public

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me  
this 25<sup>th</sup> day of May, 2000, by Dr. Robert C. McGann, President,  
North Naples Physicians Care Center, Inc., on behalf of North Naples Physicians  
Care Center, L.L.C., a Limited Liability Company.



*Stephanie M. Vaughn*

Name:  
Notary Public

00 JUN -2 PM 3:24  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA