

**600000007486**

**THE UNITED STATES  
CORPORATION  
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 743194 7159924

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 155.00

ORDER DATE : June 23, 2000

ORDER TIME : 3:21 PM

ORDER NO. : 743194-005

100003303601--2

CUSTOMER NO: 7159924

CUSTOMER: Toni Clark, Paralegal  
Rafferty Gutierrez & Sanchez-  
Aballi, P.a.  
Suite 1400  
1101 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: ST. MATTHEW'S INTERNATIONAL,  
LTD. CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

*W-16/97*  
**FILED**  
00 JUN 26 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*W-16/26*  
**RECEIVED**  
00 JUN 23 PM 4:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*6p*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 26, 2000

CSC  
DARLENE WARD

SUBJECT: ST. MATTHEW'S INTERNATIONAL, LTD. CO.  
Ref. Number: W00000016197

FILED  
00 JUN 26 PM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for ST. MATTHEW'S INTERNATIONAL, LTD. CO. 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:

Article VI says "the names and addresses..." but does not include the addresses.

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: 600A00035929

**RESUBMIT**

Please give original  
attention date as file date.

RECEIVED  
00 JUN 26 PM 3:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA  
LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of the Limited Liability Company is:

ST. MATTHEW'S INTERNATIONAL, LTD. CO.

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

1005 College Boulevard West, Suite B  
Niceville, Florida 32578

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

**ARTICLE IV  
PURPOSE**

The purpose for which the Limited Liability Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

**FILED**  
JUN 26 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### **ARTICLE V** **DURATION**

The Limited Liability Company shall exist perpetually unless dissolved according to law.

#### **ARTICLE VI** **MANAGEMENT**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company. The names and addresses of such managers are as follows:

Jeffrey S. Sersland, M.D.

1005 College Boulevard West, Suite B  
Niceville, Florida 32578

Seferino Paz, Jr.

1005 College Boulevard West, Suite B  
Niceville, Florida 32578

Galen P. Swartzendruber, M.D.

1005 College Boulevard West, Suite B  
Niceville, Florida 32578

Michael A. Harris, M.D.

1005 College Boulevard West, Suite B  
Niceville, Florida 32578

#### **ARTICLE VII** **ADMISSION OF ADDITIONAL MEMBERS**

New members may be admitted by the unanimous vote and upon such terms as the then current members of the limited liability company may determine at the time of the application by or on behalf of a proposed new member.

#### **ARTICLE VIII** **MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would ordinarily terminate the continued membership of a member of the limited liability company.

#### **ARTICLE IX** **INDEMNIFICATION**

(A) The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact

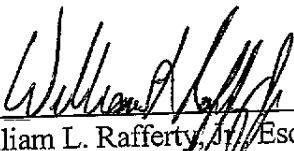
that he or she is or was a member, managing member or employee of the Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

**ARTICLE X**  
**EFFECTIVE DATE**

The effective date of the Limited Liability Company shall be the date of filing.

  
\_\_\_\_\_  
William L. Rafferty, Jr., Esq.  
Authorized Representative

**FILED**  
JUN 26 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
ST. MATTHEW'S INTERNATIONAL, LTD. CO.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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:

ST. MATTHEW'S INTERNATIONAL, LTD. CO.

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

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.

CORPORATION SERVICE COMPANY

By:

**BRIAN COURTNEY, ASST. V.P.**

Registered Agent

Date: June 23<sup>rd</sup>, 2000

**FILED**  
00 JUN 26 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA