

**Smith  
Smith  
&  
Parker**

ATTORNEYS AT LAW, P.A.

Michael S. Smith  
Stephen A. Smith, P.A.  
Gregory S. Parker  
Paul V. Smith  
G. Cline Moore

August 18, 2000

Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: RURAL ANESTHESIA ASSOCIATES, L.L.C.

Dear Sir or Madam:

Enclosed herewith for processing are the original and one copy of the proposed Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$155.00 to cover the necessary charges.

If further information or monies are required, please contact our office. We would appreciate your returning to this firm a certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,  
MICHAEL S. SMITH

By: Charlie Williams  
Lydia "Charlie" Williams

/lcw  
Encls.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**  
**OF**  
**RURAL ANESTHESIA ASSOCIATES, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming 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 serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be RURAL ANESTHESIA ASSOCIATES, L. L.C., and its principal office shall be located at 20538 Keaton Beach Road, City of Perry, County of Taylor, State of Florida, 32348 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or

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any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilized, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not do under Florida laws, lawfully carry on, exercise, or do.

### ARTICLES III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in compliance with the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLES IV

#### MANAGEMENT

Management of this limited liability company is reserved to the following members, whose names and addresses are as follows:

DIANNE J. MEREDITH  
20538 Keaton Beach Road  
Perry, Florida 32348

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## ARTICLE V

### MEMBERSHIP RESTRICTIONS

Managing Members shall have the right to admit new members. Contributions required of 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 not be sold or otherwise transferred except with written consent of managing member.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business with the unanimous consent of the remaining members.

## ARTICLE VI

### PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits specified as follows:

<u>NAME OF MEMBER</u>	<u>PERCENTAGES</u>
DIANNE J. MEREDITH	100%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being August 15, 2000.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

## ARTICLE VIII

### DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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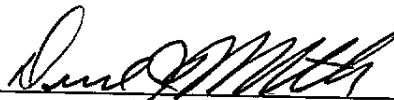
## ARTICLE IX

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 20538 Keaton Beach Road, Florida 32348, County of Taylor, State of Florida, and the name of the company's initial registered agent at that address is DIANNE J. MEREDITH.

The undersigned, being the Registered Agent of the limited liability company, and authorized by the original members to sign on their behalf, certifies that this instrument constitutes the proposed Articles of Organization of RURAL ANESTHESIA ASSOCIATES, L.L.C.

Executed by the undersigned on August 16, 2000.



DIANNE J. MEREDITH

Registered Office and Registered Agent

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TALLAHASSEE, FLORIDA

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA       )  
COUNTY OF TAYLOR     )

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **RURAL ANESTHESIA ASSOCIATES, L.L.C**

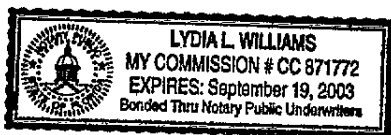
The name of the registered agent for **RURAL ANESTHESIA ASSOCIATES, L.L.C** is **DIANNE J. MEREDITH** and the street address of the company's principal office where the agent is located is **20538 Keaton Beach Road, Perry, Taylor County, Florida 32348.**

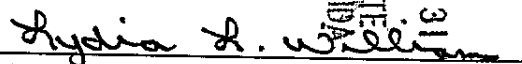
This statement is to acknowledge that, as indicated above, **RURAL ANESTHESIA ASSOCIATES, L.L.C** has appointed me, **DIANNE J. MEREDITH**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent 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.

Dated: August 16, 2000.

  
\_\_\_\_\_  
DIANNE J. MEREDITH  
Registered Agent

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of August, 2000, by **DIANNE J. MEREDITH**, agent on behalf of **RURAL ANESTHESIA ASSOCIATES**, a limited liability company. She is personally known to me or has produced FL Driver License as identification.



  
\_\_\_\_\_  
Notary Public - State of Florida

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