



THE UNITED STATES
CORPORATION
COMPANY

L000000014699

ACCOUNT NO. : 072100000032

REFERENCE : 912398 7132640

AUTHORIZATION :

Patricia Pyjuts

COST LIMIT : \$ 160.00

ORDER DATE : November 29, 2000

ORDER TIME : 11:46 AM

ORDER NO. : 912398-005

CUSTOMER NO: 7132640

100003479901--4

CUSTOMER: Ms. Linda L. Fleming
Buchanan Ingersoll, P.c.

Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC FILING

NAME: CMS HEALTHCARE OF ILLINOIS,
LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104
EXAMINER'S INITIALS:

RECEIVED
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TALLAHASSEE
FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**ARTICLES OF ORGANIZATION
OF
CMS HEALTHCARE OF ILLINOIS, LLC**

The undersigned member hereby forms a limited liability company under Chapter 608 of the laws of the State of Florida (the "Florida Limited Liability Company Act" or the "Act").

ARTICLE I. NAME

The name of the limited liability company is: CMS Healthcare of Illinois, LLC (the "Company").

ARTICLE II. ADDRESS

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

10008 North Dale Mabry Highway
Suite 214
Tampa, Hillsborough County, Florida 33618

ARTICLE III. REGISTERED AGENT

The name of the Company's registered agent is Sam D. Toney, M.D. and the Florida street address of the registered agent of the Company is:

C/O CMS Healthcare Acquisition, LLC
10008 North Dale Mabry Highway
Suite 214
Tampa, Florida 33618

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ARTICLE IV. BUSINESS AND PURPOSES

The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by upon limited liability companies formed under the Act.

ARTICLE V. OPERATING AGREEMENT

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the governance of the Company and may contain any provisions or requirements for the

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management or conduct of the affairs and business of the Company; provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States of America.

ARTICLE VI. MANAGEMENT OF BUSINESS

Except for rights that are specifically reserved to the members in the Operating Agreement or these Articles, management of the Company shall be vested in the manager(s). Accordingly, the Company shall be a manager-managed company.

ARTICLE VII. AMENDMENT OF ARTICLES OF ORGANIZATION

The Company reserved the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

In accordance with § 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of this 27th day of November, 2000.

CMS HEALTHCARE ACQUISITION, LLC,
Sole Member

By: Sam D. Toney
Sam D. Toney, M.D., Its President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF ORGANIZATION

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Sam D. Toney (11/27/00)
Sam D. Toney, M.D., Registered Agent

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TALLAHASSEE, FLORIDA

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