

Division of Corporations

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LIMITED LIABILITY COMPANY
EMERGENCY PHYSICIANS OF NAPLES, P.L.

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**ARTICLES OF ORGANIZATION
OF
EMERGENCY PHYSICIANS OF NAPLES, P.L.**

ARTICLE I. - NAME

The name of this professional limited liability company shall be EMERGENCY PHYSICIANS OF NAPLES, P.L. (the "Company").

ARTICLE II. - MAILING AND STREET ADDRESS

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

2240 Southwinds Drive
Naples, Florida 34120

ARTICLE III. - EFFECTIVE DATE

This professional limited liability company's existence shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

ARTICLE IV. - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company is:

<u>Name</u>	<u>Address</u>
ROBERT-BOYD TOBER, M.D.	2240 Southwinds Drive Naples, Florida 34120

ARTICLE V. - PURPOSE

This professional limited liability company may engage in each and every aspect of the general practice of medicine but only through its members who are duly licensed or otherwise legally authorized to render such professional services, and any or all lawful businesses for which professional limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a professional limited liability company.

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ARTICLE VI. - MANAGEMENT OF THE COMPANY

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following are the names and addresses of the initial Managers who shall serve as the Managers of the Company until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
ROBERT BOYD TOBER, M.D.	2240 Southwinds Drive Naples, Florida 34120
CAROLYN WALTERS, M.D.	2240 Southwinds Drive Naples, Florida 34120
STEVE WEST, M.D.	2240 Southwinds Drive Naples, Florida 34120
TYRONE J. MEDINA, M.D.	2240 Southwinds Drive Naples, Florida 34120
JACK SPONAUGLE, D.O.	2240 Southwinds Drive Naples, Florida 34120

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ARTICLE VII. - OPERATING AGREEMENT

The Managers shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, the undersigned, being all of the initial Members of the Company, have executed these Articles of Organization, this 15th day of May, 2001.



ROBERT BOYD TOBER, M.D., Member

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Carolyn Walters MD
CAROLYN WALTERS, M.D., Member

Steve West MD
STEVE WEST, M.D., Member

Tyrone J. Medina
TYRONE J. MEDINA, M.D., Member

Jack Sponaugle DO
JACK SPONAUGLE, D.O., Member

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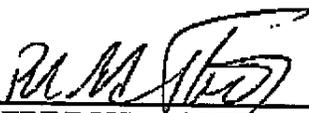
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the professional limited liability company is: EMERGENCY PHYSICIANS OF NAPLES, P.L.
- 2. The name and address of the registered agent and office is:

ROBERT BOYD TOBER, M.D.
2240 Southwinds Drive
Naples, Florida 34120

Having been named as registered agent and to accept service of process for the above stated professional 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.



 ROBERT BOYD TOBER, M.D., Registered Agent

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