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AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Pignato

ORDER DATE : August 13, 2001

ORDER TIME : 2:16 PM

ORDER NO. : 418413-005

CUSTOMER NO: 9104A

Ms. Lori L. Ammons
Holland & Knight LLP

Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

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DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: CONTEMPORARY WOMEN'S CENTRE,
P.L.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

JB
8-13-01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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**ARTICLES OF ORGANIZATION
of
CONTEMPORARY WOMEN'S CENTRE, P.L.**

The undersigned, being members, desiring to form a limited liability company under and pursuant to the Florida Professional Corporation and Limited Liability Company Act, Chapter 621 Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I.
NAME**

The name of the limited liability company is **Contemporary Women's Centre, P.L.** (the "Company").

**ARTICLE II.
ADDRESS**

The Company's principal street and mailing address is 4344 50th Place South, St. Petersburg, FL 33711.

**ARTICLE III.
DURATION AND CONTINUATION**

The duration of the Company commences upon filing these Articles. The Company shall have perpetual existence. 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 will not cause dissolution of the Company, and the remaining member(s) have the right to continue the business of the Company, such to the provision of these Articles and applicable law.

**ARTICLE IV.
PURPOSE**

The purpose for which the Company is being formed is to engage in the practice of medicine and each of its subspecialties, without limitation.

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ARTICLE V.
ELECTION TO BE TAXED AS A PROPRIETORSHIP OR PARTNERSHIP

The Company shall elect to be taxed as a proprietorship or partnership, as the case may be, for federal and state income taxes, as from time to time applicable.

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial Registered Agent of the Company to accept service of process within this state are:

Name: Linda J. Tijerino, M.D.
Address: 4344 50th Place South, St. Petersburg, FL 33711

ARTICLE VII.
MEMBERS

A. Additional Members may be admitted upon the approval of the Members of the Company in the manner set forth in the Regulations of the Company. No one may be admitted as a Member unless such person is a physician or is otherwise qualified by law to be a Member. No transfer of a Member's interest shall be permitted except in accordance with the Regulations of the Company.

B. If any Member who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or membership interest in, this Company shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Company may be owned by the person as a Member.

C. Percentage Interests representing the equity interest of the Member whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment).

D. The Percentage Interests owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under

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such terms as are authorized or set forth in the Regulations or other members' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

E. However, if a sole Member of this Company becomes disqualified to render professional services for the Company, the Company shall cease all business or professional activity until its Units are transferred to a person duly qualified or until the Company is liquidated and dissolved, or until those articles are amended into a regular business organization under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VIII. MANAGEMENT

The Company is a manager-managed company.

ARTICLE IX. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company is vested in the Members of the Company. However, the Manager(s) may adopt emergency Regulations, provided no such Regulations shall change the procedures for calling Member or Manager meetings, setting quorum requirements or designating substitute or additional Managers.

ARTICLE X VOTING OF MEMBERS

Except where a higher vote is required by law or the Regulations, actions of the Members shall be by majority vote of the Members, with each Member having one vote for each percentage Interest owned by the Member.

ARTICLE XI. CAPITAL ACCOUNTS OF MEMBERS

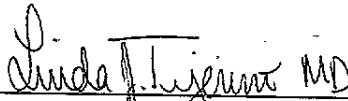
Each Member of the Company shall maintain a capital account in accordance with the Regulations. The equity interest of the Members in the Company shall be measured by "Percentage Interests." The Percentage Interests shall be defined in the Regulations.

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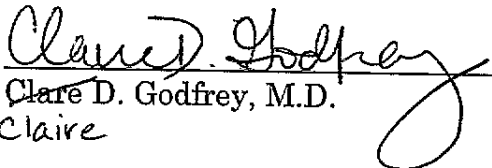
**ARTICLE XII.
PROFITS AND LOSSES**

Except as otherwise provided in the Regulations, profits, losses, and credits shall be allocated among Members in the ratios of their respective Percentage Interests.

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal this 31 day of July, 2001 for the purpose of organizing this Company under the laws of the State of Florida.



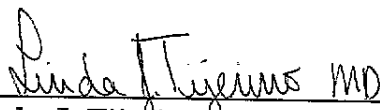
Linda J. Tijerino, M.D.



Clare D. Godfrey, M.D.
Claire

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Linda J. Tijerino, M.D.

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