

MIAMI BEACH EMERGENCY MEDICINE SPECIALISTS, L.C.

LO20000021128

July 17, 2002

Florida Department of State
Registration Section, Limited Liability Companies
P.O. Box 6327
Tallahassee, Florida 32314

600006907056--7
-08/06/02--01011--002
****160.00 ****160.00

Re: Articles of Organization of Miami Beach Emergency Medicine Specialists, L.C.;
and a Registered Agent Statement and Certificate.

Dear Sirs:

Enclosed please an original and a copy of the above instruments. As per the language in the
Articles of Organization, please file the original with an effective date of
July 22, 2002

Please certify the enclosed copies and send them back to me together with a status
certificate. My address is as follows:

Ms. Isabelle St. Cyr, Authorized Officer
Miami Beach Emergency Medicine Specialists, L.C.
3900 Hollywood Boulevard, Suite 101
Hollywood, Florida 33021

EFFECTIVE DATE
7-22-02

We have also enclosed a letter from Mr. Steve Stern, an authorized representative and Chief
Financial Officer of Miami Emergency Medicine Specialists, L.C., Miami Emergency Medicine
Specialists, Inc., and Emergency Medicine Specialists of Miami Beach consenting to the
formation of Miami Beach Emergency Medicine Specialists, L.C.

We are enclosing a check in the amount of \$160.00 payable to the Florida Secretary of State
to cover: (i) the filing fee for the Articles of Organization; (ii) the cost of a certified copy and
(iii) for a certificate of status.

If you have any questions about any of this, please do not hesitate to contact me at the
telephone number set forth below. Thank you very much for your attention and cooperation.

Very truly yours,

Miami Beach Emergency Medicine Specialists, L.C.


Isabelle St. Cyr, Authorized Officer

cc: A. Diskin, M.D. (w/out enc.)

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TALLAHASSEE, FLORIDA

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AND
FILED

~~1102-2585~~
685-2827-2002
JB
8-19-02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 26, 2002

MS. ISABELLE ST. CYR
MIAMI BEACH EMERGENCY MEDICINE SPECIALIS
3900 HOLLYWOOD BLVD., STE. 101
HOLLYWOOD, FL 33021

SUBJECT: MIAMI BEACH EMERGENCY MEDICINE SPECIALISTS, L.C.
Ref. Number: W02000021585

We have received your document for MIAMI BEACH EMERGENCY MEDICINE SPECIALISTS, L.C., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$125.00.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Article III is referring to the entity as a corporation. Please correct the document.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 802A00045425

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ARTICLES OF ORGANIZATION

OF

MIAMI BEACH EMERGENCY MEDICINE SPECIALISTS, L.C.

The undersigned certifies and declares that the undersigned is signing and filing these Articles of Organization for the purpose of becoming a for profit, limited liability company, existing under the laws of the State of Florida. It is further certified and declared that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company organized and formed hereunder.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the limited liability company shall be Miami Beach Emergency Medicine Specialists, L.C., and its mailing address and its principal office shall be located at 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021, in the County of Broward, in the State of Florida; but it shall have the power and authority to establish branch offices at any other place or places as the member(s) 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:

To engage in any activity or business authorized under the Florida Statutes.

ARTICLE III

EFFECTIVE DATE OF COMPANY'S EXISTENCE

The limited liability company's effective date of existence shall begin on

22, 2002

July

ARTICLE IV

DURATION

The period of duration of the company shall be perpetual.

ARTICLE V

MANAGEMENT OF THE LIMITED LIABILITY COMPANY

This limited liability company is to be managed by one (1) manager. The name and

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address of the person who shall serve as manager until the first annual meeting of members or until a successor is elected and qualified is as follows: Arthur L. Diskin, M.D., whose address is 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021.

ARTICLE VI

Admission of Additional Members

The members, by a vote of a majority in interest of the members entitled to vote, shall have the right to admit additional members as provided by the Florida Limited Liability Company Act, as same may be amended from time to time.

ARTICLE VII

Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation, or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the company shall be continued without the dissolution and without any affirmative action or requirement on the part of the members.


ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is at 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021. The name of the company's initial registered agent at that office is Ms. Isabelle St. Cyr.

The undersigned being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Miami Beach Emergency Medicine Specialists, L.C.

Executed by the undersigned original member at Hollywood,
on July 22, 2002.



Arthur L. Diskin, M.D., Member

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**STATEMENT AND CERTIFICATE
DESIGNATING REGISTERED AGENT AND OFFICE**

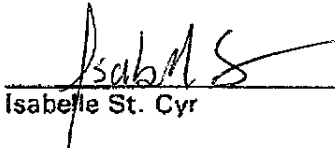
State of Florida
County of Broward

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) 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:

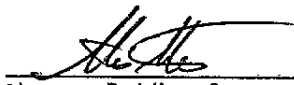
The name of the limited liability company is Miami Beach Emergency Medicine Specialists, L.C.


The name of the registered agent for Miami Beach Emergency Medicine Specialists, L.C. is Ms. Isabelle St. Cyr, and the street address of the company's principal office where the agent is located is 3900 Hollywood, Boulevard, Suite 101, Hollywood, Florida 33021.

This Statement is to acknowledge, as indicated above, that Miami Beach Emergency Medicine Specialists, L.C., has appointed me, Ms. Isabelle St. Cyr, 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: July 22, 2002 
Isabelle St. Cyr

The foregoing instrument was acknowledged before me this 22 day of July by Isabelle St. Cyr, resident agent on behalf of Miami Beach Emergency Medicine Specialists, L.C., a Florida limited liability company. Ms. St. Cyr is personally known to me or has produced a Florida Drivers License as identification.

My commission expires: 
Notary Public, State of Florida at Large

 Steven Stern
My Commission CC788212
Expires November 4, 2002

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TALLAHASSEE, FLORIDA

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