

L02000024505
PALM BEACH EMERGENCY MEDICINE SPECIALISTS, L.C.

FILED
2002 SEP 19 AM 10:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
VIA PRIORITY MAIL

September 9, 2002

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

600007838236--7
-09/19/02--01010--003
***160.00 ***160.00

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

EFFECTIVE DATE

09/16/02

Dear Sirs:

Enclosed please find an original and a copy of the above instruments. As per the language in the Articles, please file the original Articles with an effective date of September 16, 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
Emergency Medicine Specialists of Hialeah, L.C.
3900 Hollywood Boulevard, Suite 101
Hollywood, Florida 33021

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,

Palm Beach Emergency Medicine Specialists, L.C.


Isabelle St. Cyr, Authorized Officer

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

3900 Hollywood Blvd., Suite 101 · Hollywood, Florida 33021 · 954-894-0800 (Voice) 954-894-1166 (Fax)

J. BRYAN SEP 20 2002

ARTICLES OF ORGANIZATION

OF

PALM BEACH EMERGENCY MEDICINE SPECIALISTS, L.C.

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TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE

NAME AND PRINCIPAL OFFICE

09/16/02

The name of the limited liability company shall be Palm 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 LIMITED LIABILITY COMPANY'S EXISTENCE

The limited liability company's effective date of existence shall begin on September 16, 2002.

ARTICLE IV

DURATION

The period of duration of the limited liability 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

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 limited liability company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the limited liability company shall be continued without the dissolution and without any affirmative action or requirement on the part of the members.

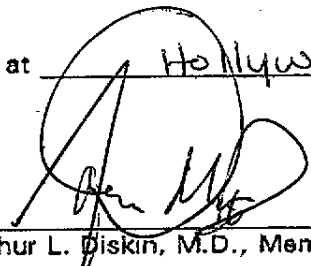
ARTICLE VIII

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 limited liability 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 Palm Beach Emergency Medicine Specialists, L.C.

Executed by the undersigned original member at
on 09/16/02 2002.

Hollywood, FL

Arthur L. Diskin, M.D., Member

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATEMENT AND CERTIFICATE
DESIGNATING REGISTERED AGENT AND OFFICE

FILED
2002 SEP 19 AM 10:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 Palm Beach Emergency Medicine Specialists, L.C.

The name of the registered agent for Palm 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.

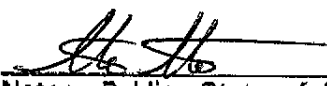
This Statement is to acknowledge, as indicated above, that Palm Beach Emergency Medicine Specialists, L.C., has appointed me, Ms. Isabelle St. Cyr, as its registered agent to accept service of process for the company at the place designated above in this Certificate. I accept this appointment as registered 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: 9/16/02


Isabelle St. Cyr

The foregoing instrument was acknowledged before me this 16 day of Sept. 2002 by Isabelle St. Cyr, resident agent on behalf of Palm 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

Resident Agent
PALMBCH, LC, 09-09-02