

Division of Corporations

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LIMITED LIABILITY COMPANY

Beachball, LLC

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**ARTICLES OF ORGANIZATION OF
BEACHBALL, LLC**

The undersigned, ROBERT ANDREWS, M.D., a natural person competent to contract and a member of BEACHBALL, LLC, hereby presents these Articles of Organization as the Articles of Organization of BEACHBALL, LLC, a limited liability company formed under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company is:

BEACHBALL, LLC

This limited liability company is referred to in these articles of organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of the Company is 5020 Commerce Park, Pensacola, Florida 32505.

ARTICLE III - PURPOSES AND POWERS

This Company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be the date of filing of these Articles of Organization. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

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ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the registered office of the Company is 5020 Commerce Park, Pensacola, Florida 32505, and the name of the registered agent at that address is Robert Andrews, M.D.

ARTICLE VI - MANAGEMENT

The Company shall be managed by its members in accordance with the terms of the Operating Agreement of the Company. The names and addresses of the initial members are as follows:

Robert Kincaid, M.D.
5020 Commerce Park
Pensacola, FL 32505

Munira Mian, M.D.
5020 Commerce Park
Pensacola, FL 32505

Richard Stachler, M.D.
5020 Commerce Park
Pensacola, FL 32505

Robert Stock, M.D.
5020 Commerce Park
Pensacola, FL 32505

Lornetta Epps, M.D.
5020 Commerce Park
Pensacola, FL 32505

Richard Boyett, M.D.
5020 Commerce Park
Pensacola, FL 32505

Robert Andrews, M.D.
5020 Commerce Park
Pensacola, FL 32505

Wayne Burnett, M.D.
5020 Commerce Park
Pensacola, FL 32505

Donna Judson, M.D.
5020 Commerce Park
Pensacola, FL 32505

Paul Freitas, M.D.
5020 Commerce Park
Pensacola, FL 32505

Paul LaRose, M.D.
5020 Commerce Park
Pensacola, FL 32505

Cindy Behrens, M.D.
5020 Commerce Park
Pensacola, FL 32505

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ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members in accordance with the terms of the Operating Agreement for the Company. Contributions required of new members shall be determined as of the time of admission to the Company.

ARTICLE VIII - RESTRICTION ON MEMBERSHIP

A member may not sell or otherwise transfer his or her interest in the Company, whether represented by membership units, certificates, or a percentage interest in the Company, until the member has complied with the restrictions, including a right of first refusal, contained in the Operating Agreement for the Company.

ARTICLE IX - AMENDMENT

Unless otherwise provided in the Operating Agreement for the Company, these Articles of Organization or any amendment thereto may be amended in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

MEMBER:

Robert Andrews
ROBERT ANDREWS, M.D.

Date: 3/10, 2003**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of BEACHBALL, LLC. Further, I am familiar with and accept the duties and obligations of such designation.

Robert Andrews
ROBERT ANDREWS, M.D.