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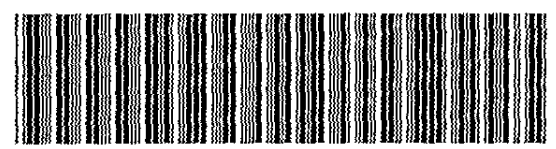
189, 324, 671

425

\$25.00

Office Use Only

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04/25/03--01012--009 \*\*25.00

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03 APR 24 AM 11:29

CLARK COUNTY, NV

03/10/03--01092--017 \*\*155.00



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 11, 2003

HAROLD E WOLFE JR P.A.  
2300 PALM BEACH LAKES BOULEVARD  
STE. 302, EXECUTIVE CENTRE  
WEST PALM BEACH, FL 33409-3306

SUBJECT: DEL RIO EMERGENCY MEDICAL SERVICE, L.L.C.  
Ref. Number: W03000006904

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

03 APR 24 AM 11:29

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We have received your document for DEL RIO EMERGENCY MEDICAL SERVICE, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

YOU HAVE A CERTIFICATE OF CONVERSION ATTACHED TO THE DOCUMENT THE FEE TO FILE THIS DOCUMENT IS \$25.00.,

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

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 003A00015246

**HAROLD E. WOLFE, JR., P.A.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 302, EXECUTIVE CENTRE  
2300 PALM BEACH LAKES BOULEVARD  
WEST PALM BEACH, FLORIDA 33409-3306

TELEPHONE: (561) 697-4100

FAX: (561) 697-4101

E-MAIL: hewjr@ix.netcom.com

HAROLD E. WOLFE, JR.\*

\*ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

March 5, 2003

\* FLORIDA BAR BOARD  
CERTIFIED TAX ATTORNEY  
\* FLORIDA BAR BOARD  
CERTIFIED ESTATE  
PLANNING AND PROBATE  
ATTORNEY

SECRETARY OF STATE  
Division of Corporations  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: **Recording of the Articles of Organization  
for del Rio Emergency Medical Services, L.L.C.**

FILED  
03 APR 24 AM 11:29  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of Articles of Organization for del Rio Emergency Medical Services, L.L.C. for filing in the public records. Also enclosed is this firm's check in the amount of One Hundred Fifty-Five Dollars (\$155.00) representing the following fees:

|                              |              |
|------------------------------|--------------|
| Filing Fee                   | \$100.00     |
| Certified Copy Fee           | 30.00        |
| Registered Agent Designation | <u>25.00</u> |

**Total: \$155.00**

Please file these Articles at your earliest convenience and return the certified photocopy to this office in the enclosed self-addressed, stamped envelope.

HAROLD E. WOLFE, JR., P.A.

Florida Secretary of State

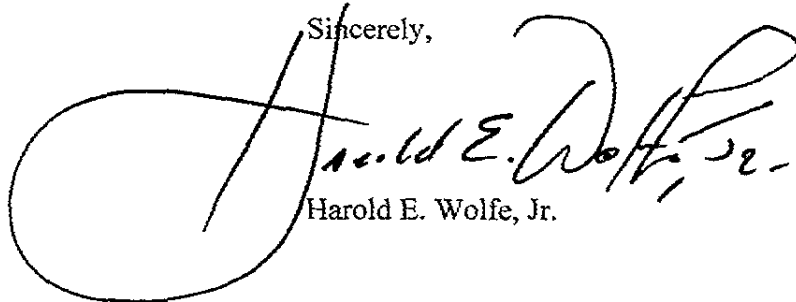
March 5, 2003

Page 2

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Should there be any questions, please feel free to call us.

Sincerely,

A large, stylized handwritten signature in black ink, which appears to read "Harold E. Wolfe, Jr.".

Harold E. Wolfe, Jr.

HEW:dma

Enclosures

cc: Omar del Rio, C.P.A.  
Oscar del Rio, M.D.

**HAROLD E. WOLFE, JR., P.A.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 302, EXECUTIVE CENTRE  
2300 PALM BEACH LAKES BOULEVARD  
WEST PALM BEACH, FLORIDA 33409-3306

TELEPHONE: (561) 697-4100

FAX: (561) 697-4101

E-MAIL: hewjr@ix.netcom.com

HAROLD E. WOLFE, JR.\*

\*ADMITTED TO BARS OF:

FLORIDA  
GEORGIA  
ALABAMA

April 17, 2003

\* FLORIDA BAR BOARD  
CERTIFIED TAX ATTORNEY  
\* FLORIDA BAR BOARD  
CERTIFIED ESTATE  
PLANNING AND PROBATE  
ATTORNEY

SECRETARY OF STATE  
Division of Corporations  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Recording of the Articles of Organization  
for del Rio Emergency Medical Services, L.L.C.

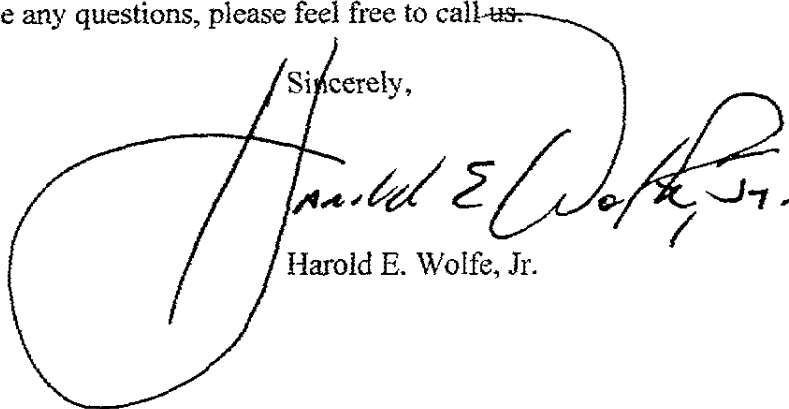
FILED  
03 APR 24 AM 11:29  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

As per your correspondence dated March 11, 2003, enclosed please find this firm's check number 10078 in the amount of Twenty-Five Dollars (\$25.00) representing the fee for the Certificate of Conversion which is attached to the Articles of Organizations. Please file the Articles of Organization of record and return the date-stamped copy to this office in the enclosed self-addressed, stamped envelope.

Should there be any questions, please feel free to call us.

Sincerely,



Harold E. Wolfe, Jr.

HEW:dma

Enclosures

cc: Omar del Rio, C.P.A.  
Oscar del Rio, M.D.

Exhibit 1

**CERTIFICATE OF CONVERSION**

FILED  
03 APR 24 AM 11:29  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

We, the undersigned, Members of this limited liability company, persons authorized in accordance with Fla. Stat. §608.408, to execute this Certificate of Conversion hereby state:

- A. That Del Rio Emergency Medical Services, L.L.C., a Georgia limited liability company was created on June 7, 2000 in Georgia and registered in Fulton County, Georgia and its jurisdiction immediately prior to conversion to this Florida limited liability company was the State of Georgia;
- B. The name of the "other entity" immediately prior to the filing of the Certificate of Conversion to a Florida limited liability company was "Del Rio Emergency Medical Services, L.L.C.," a Georgia limited liability company;
- C. The name of the limited liability company set forth in these Articles of Incorporation filed in accordance with Fla. Stat. §608.439(2) is "Del Rio Emergency Medical Services, L.L.C.," a Florida limited liability company;
- D. The effective date or time of the conversion to a Florida limited liability company is the date when these Articles of Organization are filed with the Florida Department of State.
- E. The converted entity shall continue to be taxed as a partnership pursuant to the provisions of I.R.C. §701 et. seq. of the Internal Revenue Code of 1986, as amended and the partnership shall not be deemed to have terminated or otherwise wound up

its affairs, but rather shall constitute a continuation of the existing converting entity

in the form of a domestic liability company as provided in Florida Stat. § 608.439(7).

We, the undersigned, have set our hands and seals to this Certificate of Conversion on this

3<sup>rd</sup> day of MARCH, 2003.

By:

Oscar Del Rio  
OSCAR DEL RIO, M.D.

By:

Kristin Del Rio  
KRISTIN DEL RIO, R.N.

FILED  
03 APR 24 AM 11:29  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

# ARTICLES OF ORGANIZATION

OF

## DEL RIO EMERGENCY MEDICAL SERVICES, L.L.C.

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, and do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

### ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "DEL RIO EMERGENCY MEDICAL SERVICES, L.L.C.".

### ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

### ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

#### **Mailing Address/Street Address:**

9925 Montague Street  
Tampa, FL 33626

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13 APR 24 AM 11:29  
TAMPA, FLORIDA



#### **ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this limited liability company's initial registered address in the State of Florida is 2324 South Congress Avenue, Suite 2C, West Palm Beach, Florida 33406. The name of the registered agent at such registered office is OMAR del RIO, C.P.A.

#### **ARTICLE V - ADMISSION OF NEW MEMBERS**

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

#### **ARTICLE VI - CONTINUATION OF BUSINESS**

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member

in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

#### **ARTICLE VII - COMPOSITION OF MANAGEMENT**

This limited liability company shall be managed by a single Manager, OSCAR DEL RIO, M.D., during his lifetime and no other person or individual shall have the right to so manage this Limited Liability Company unless OSCAR DEL RIO, M.D. resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be as Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by OSCAR DEL RIO, M.D. until his resignation, death, retirement or consent to a successor Manager. Upon OSCAR DEL RIO, M.D.'s resignation, death, retirement or written consent to a successor Manager, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this Limited Liability Company. In accordance with the foregoing, the name and address of the Manager of this Limited Liability Company is:

**Name of Manager**

OSCAR DEL RIO, M.D.

**Address**

9925 Montague Street  
Tampa, Florida 33626

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Manager shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company.

FILED

03 APR 24 AM 11:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE VIII - OWNERSHIP UNITS**

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

#### **ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY**

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the practice of emergency medicine, as well as providing medical services to patients.

#### **ARTICLE X - CONVERSION FROM GEORGIA LIMITED LIABILITY COMPANY TO FLORIDA LIMITED LIABILITY COMPANY**

The incorporating Members hereby acknowledge and agree that pursuant to the procedures contained in Fla. Stat. § 608.439, these Articles of Organization are hereby filed to facilitate the conversion of "Del Rio Emergency Medical Services, L.L.C.", a Georgia L.L.C., formed on June 7,

2000, in Fulton County, Georgia, and assigned control number: 0026345, into a Florida limited liability company. Pursuant to the provisions of Fla. Stat. §§608.439(2)(a), and 608.439(3), a Certificate of Conversion has been executed by the undersigned and attached to these Articles. Such Certificate of Conversion notes:

- A. That Del Rio Emergency Medical Services, L.L.C., a Georgia limited liability company was formed on June 7, 2000 in Georgia and registered in Fulton County, Georgia and its jurisdiction immediately prior to conversion to this Florida limited liability company was the State of Georgia;
- B. The name of the "other entity" immediately prior to the filing of the Certificate of Conversion to a Florida limited liability company was "Del Rio Emergency Medical Services, L.L.C.," a Georgia limited liability company;
- C. The name of the limited liability company set forth in these Articles of Incorporation filed in accordance with Fla. Stat. §608.439(2) is "Del Rio Emergency Medical Services, L.L.C.," a Florida limited liability company;
- D. The effective date or time of the conversion to a Florida limited liability company is the date when these Articles of Organization are filed with the Florida Department of State.

The conversion of Del Rio Medical Services, L.L.C., a Georgia limited liability company into a Florida limited liability company was approved in accordance with Fla. Stat. 608.439(8) and by affixing their respective signatures to the Certificate of Conversion attached hereto as "Exhibit 1" all Members of this limited liability company approve and consent to such conversion. Finally, the converted entity shall continue to be taxed as a partnership pursuant to the provisions of I.R.C. §701

et. seq. of the Internal Revenue Code of 1986, as amended and the partnership shall not be deemed to have terminated or otherwise wound up its affairs, but rather shall constitute a continuation of the existing converting entity in the form of a domestic liability company as provided in Fla. Stat. § 608.439(7).

**ARTICLE XI - OPERATING AGREEMENT**

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned, a member of this limited liability company has executed these Articles of Organization on this 3<sup>RD</sup> day of MARCH, 2003.

**DEL RIO EMERGENCY MEDICAL SERVICES, L.L.C.**

By:

  
\_\_\_\_\_  
OSCAR DEL RIO, M.D., MEMBER

By:

  
\_\_\_\_\_  
KRISTIN DEL RIO, R.N., MEMBER

STATE OF FLORIDA                     )  
  ) SS  
COUNTY OF HILLSBOROUGH )

BEFORE ME personal appeared OSCAR DEL RIO, M.D., in his capacity as  
Managing Member of Del Rio Emergency Medical Services, L.L.C., the signor who personally  
appeared before me at the time of this notarization, and is personally known to me or has produced  
\_\_\_\_\_ as identification and is known to be the person described in  
and who executed the foregoing instrument and acknowledged to and before me that she executed  
said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 3

March, 2003.

FILED  
03 APR 24 PM 11:30  
TALLAHASSEE, FLORIDA

L Diane Parsons  
Notary Public  
State of Florida at Large  
My Commission No. is:  
My Commission Expires:

OFFICIAL NOTARY SEAL  
L DIANE PARSONS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. DD144892  
MY COMMISSION EXP. AUG. 26, 2006

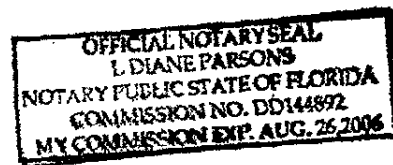
STATE OF FLORIDA )  
 ) SS  
COUNTY OF HILLSBOROUGH )

BEFORE ME personal appeared KRISTIN DEL RIO, R.N., in her capacity as a Member of Del Rio Emergency Medical Services, L.L.C., the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 3 day of March, 2003.

FILED  
08 APR 24 AM 11:30  
TALLAHASSEE, FLORIDA

L. Diane Parsons  
Notary Public  
State of Florida at Large  
My Commission No. is:  
My Commission Expires:



**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That DEL RIO EMERGENCY MEDICAL SERVICES, L.L.C. desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Tampa, State of Florida, has named OMAR DEL RIO, C.P.A., located at 2324 South Congress Avenue, Suite 2C, West Palm Beach, Florida, 33406, as its agent to accept service of process.

Signature: \_\_\_\_\_

Omar del Rio, C.P.A.

Date: \_\_\_\_\_

3/3/03

**FILED**  
03 APR 24 AM 1:30  
TALLAHASSEE, FLORIDA

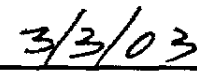


**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:

  
OMAR DEL RIO, C.P.A.

  
DATE

FILED  
03 APR 24 AM 11:30  
TALLAHASSEE, FLORIDA