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Submissions to:

03 MAY 20 PM 12:36

FILED

5/23  
1181

LAW OFFICE OF  
BRENT G. SIEGEL, P.A.  
4046 NEWBERRY ROAD  
POST OFFICE BOX 90028  
GAINESVILLE, FLORIDA 32607

BRENT G. SIEGEL

BOARD CERTIFIED BUSINESS LITIGATION ATTORNEY  
CERTIFIED CIRCUIT COURT MEDIATOR  
PERSONAL INJURY AND WRONGFUL DEATH

TELEPHONE (352) 375-7700  
FAX (352) 375-1080  
www.bgsiegelpa.com

W. CHARLES HUGHES  
K. CAMERON KOFORD  
PERSONAL INJURY  
WRONGFUL DEATH  
COMMERCIAL LITIGATION

May 16, 2003

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

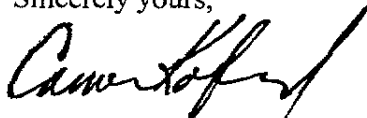
Re: Registration of LLC

To Whom It May Concern:

Please find enclosed the Articles of Organization for Accent Outpatient Facility, LLC, and accompanying check for \$125.00, reflecting the \$100.00 filing fee and \$25.00 fee for designation of registered agent.

If there are any questions, you may contact the undersigned at (352) 375-7700.

Sincerely yours,



K. Cameron Koford

KCK/

Enclosures

FILED  
03 MAY 20 PM 12:35  
TALLAHASSEE, FLORIDA

## **ARTICLES OF ORGANIZATION OF ACCENT OUTPATIENT FACILITY, LLC**

ACCENT PHYSICIAN SPECIALISTS, P.A., pursuant to the provisions of Chapter 608 of the Florida Statutes, hereby seeks to form a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. It further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### **ARTICLE I: NAME AND PRINCIPAL PLACE OF BUSINESS**

The name and address of the limited liability company shall be:

ACCENT OUTPATIENT FACILITY, LLC  
4340 Newberry Rd., Suite 301  
Gainesville, Florida 32607

We expressly reserve the power and authority to establish branch offices at any other place or places as the members may so designate.

### **ARTICLE II: PURPOSES AND POWERS**

ACCENT OUTPATIENT FACILITY, LLC, is being formed to engage in providing healthcare services and surgery, and to otherwise engage in, conduct or promote any lawful business or purpose permitted by the law of Florida.

### **ARTICLE III: EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company acting in accordance to the vote of a simple majority (greater than 50%) of its members. This Article may be amended from time to time in the regulations of the limited liability company by a simple majority vote of the members of the limited liability company.

### **ARTICLE IV: MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members upon approval of the prospective new member by a 75% majority vote of all members of the limited liability company. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of 75% of all members. To the extent this provision may

be contrary to an Operating Agreement duly adopted pursuant to Article VIII, the Operating Agreement shall be deemed to control.

#### **ARTICLE V: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered office and agent are as follows:

Larry N. Smith, M.D.  
4340 Newberry Road, Suite 301  
Gainesville, Florida 32607

#### **ARTICLE VI: EFFECTIVE DATE**

The effective date of this limited liability company shall be May 19, 2003.

#### **ARTICLE VII: CONTINUATION OF BUSINESS**

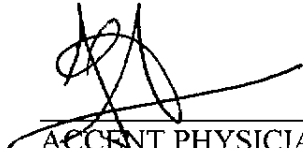
Upon majority vote of the remaining members of the limited liability company, the remaining members of the limited liability company may continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, statutory, judicial, or otherwise, which terminates the continued membership of a member in the limited liability company. To the extent this provision may be contrary to an Operating Agreement duly adopted pursuant to Article VIII, the Operating Agreement shall be deemed to control.

#### **ARTICLE VIII: OPERATING AGREEMENT**

Members shall be vested with the power to adopt, alter, amend and/or repeal an Operating Agreement by a simple majority vote of all members.

THE ORIGINAL MEMBER of the limited liability company, ACCENT PHYSICIAN SPECIALISTS, P.A., through its undersigned authorized agent and director, Larry N. Smith, M.D., certifies that this instrument constitutes the proposed Articles of Organization of ACCENT OUTPATIENT FACILITY, LLC.

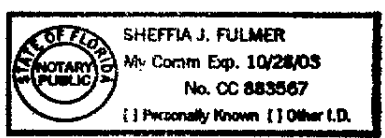
Executed by the undersigned at Gainesville, Alachua County, Florida, this 16<sup>th</sup> day of May, 2003.


  
\_\_\_\_\_  
ACCENT PHYSICIAN SPECIALISTS, P.A.  
by: Larry N. Smith, M.D.  
Director and Authorized Agent

FILED  
03 MAY 20 PM 12:36  
ALACHUA COUNTY, FLORIDA

The foregoing Articles of Organization were acknowledged before me this 16<sup>th</sup> day of May, 2003, by LARRY N. SMITH, M.D., who is personally known to me or who produced Florida Drivers License # SS30 53455 2890 as identification, and who did/did not take an oath.

(SEAL)



  
\_\_\_\_\_  
Notary Public - State of Florida  
My Commission Expires:

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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:

1. The name of the limited liability company is: ACCENT OUTPATIENT FACILITY, LLC

2. The name and address of the registered agent and office is:


LARRY N. SMITH, M.D.  
4340 Newberry Road, Suite 301  
Gainesville, Florida 32607

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated limited liability company at the place designated in this certificate, I, LARRY N. SMITH, M.D., am familiar with and accept the 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 am familiar with and accept the obligations of my position as Registered Agent.

ADDRESS:

4340 Newberry Rd, Ste 301  
Gainesville, FL 32607

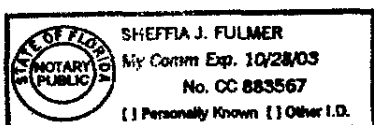
  
LARRY N. SMITH, M.D.

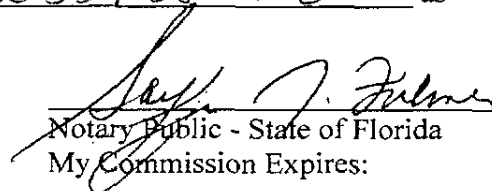
5/16/03  
Date

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing Acceptance by Registered Agent was acknowledged before me this 16<sup>th</sup> day of May, 2003, by LARRY N. SMITH, M.D., who is personally known to me or who produced Florida Drivers License # S 530 534 55 2F9U as identification, and who did/did not take an oath.

(SEAL)



  
Notary Public - State of Florida  
My Commission Expires: