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LIMITED LIABILITY COMPANY

physician services at cmc, llc

L03-23079

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION OF PHYSICIAN SERVICES AT CMC, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608 - Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

FILED

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be PHYSICIAN SERVICES AT CMC, LLC , and its principal office and mailing address shall be located at 536 Biltmore Way, Coral Gables, Florida 33134, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members 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:

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

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any

Prepared by: Milton Fuentes, Esq., Florida Bar No.: 0123420, Law Offices of The Cuevas Law Group, P.A., 536 Biltmore Way, Coral Gables, FL 33134; Phone (305) 461-9500; Fax (305) 448-7300

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service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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. This Article may be amended from time to time in the Operating Agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Names and Addresses:
Milton Fuentes 536 Biltmore Way, Coral Gables, Florida 33134

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ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. 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 unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of $1,000.00 cash shall be paid to the limited liability company by it member in the following amount: Milton Fuentes, $1000.00 (100%). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

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ARTICLE VIII
DURATION

This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The office and mailing address of the initial registered office of the limited liability company is The Cuevas Law Group, P.A., 536 Biltmore Way, Coral Gables, FL 33134, County of Miami-Dade, and the name of the company's initial registered agent at that address is Milton Fuentes, Esq.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of PHYSICIAN SERVICES AT CMC, LLC

Executed by the undersigned at 536 Biltmore Way, Coral Gables, FL 33134, June 13, 2003.

Milton Fuentes, authorized representative

The foregoing instrument was acknowledged before me this June 13, 2003 by Milton Fuentes, Esq., on behalf of PHYSICIAN SERVICES AT CMC, LLC, a limited liability company. He is personally known to me or has produced _____ as identification.

[Notary's signature]

My commission expires:_____

MARYSA MONTANEZ
MY COMMISSION # DD 198306
EXPIRES: March 13, 2007
Bonded Thru Pickard Insurance Agency

Prepared by: Milton Fuentes, Esq., Florida Bar No.: 0123420, Law Offices of The Cuevas Law Group, P.A., 536 Biltmore Way, Coral Gables, FL 33134; Phone (305) 461-0500; Fax (305) 448-7300

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Statement Designating Registered Agent And Office.

State of Florida]

County of Dade]

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) 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 PHYSICIAN SERVICES AT CMC, LLC

The name of the registered agent for PHYSICIAN SERVICES AT CMC, LLC is Milton Fuentes, Esq., and the street address of the company's principal office where the agent is located is The Cuevas Law Group, P.A., 536 Biltmore Way, Coral Gables, FL 33134.

This statement is to acknowledge that, as indicated above, PHYSICIAN SERVICES AT CMC, LLC , has appointed me, Milton Fuentes, Esq., 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: June 13, 2003

Milton Fuentes, Esq. - Registered Agent

The foregoing instrument was acknowledged before me this June 13, 2003 by Milton Fuentes, Esq., agent on behalf of PHYSICIAN SERVICES AT CMC, LLC , a limited liability company. He is personally known to me or has produced _____ [type of identification] as identification.

Signature of Notary

My commission expires:_____

MARIXSA MONTANEZ
MY COMMISSION # DD 198308
EXPIRES: March 19, 2007
Bonded Thru Florida Insurance Agency

Prepared by: Milton Fuentes, Esq., Florida Bar No.: 0123420, Law Offices of The Cuevas Law Group, P.A., 536 Biltmore Way, Coral Gables, FL 33134; Phone (305) 461-9500; Fax (305) 448-7300

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