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The
Schumacher
Group®

August 27, 2003

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Ladies and Gentlemen:

Enclosed for filing are the Articles of Organization of Palm Beach Emergency Group, L.L.C., including the affidavit of acceptance by the registered agent. I have further enclosed our check to cover the applicable filing fees (Articles \$100 and Designation of Registered Agent \$25).

Please return a file stamped copy to me.

Should you have any questions regarding this filing please feel free to contact me directly at 1-800-893-9698 Ext. 1221.

Very truly yours,

The Schumacher Group of Florida, Inc.

Lisha C. Falk
Vice President-Corporate Compliance
and Corporate Secretary

/lcf
Enclosures

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TALLAHASSEE, FL 32399

ARTICLES OF ORGANIZATION
OF
PALM BEACH EMERGENCY GROUP, L.L.C.

Pursuant to the Florida Limited Liability Companies Act, the undersigned hereby adopts the following Articles of Organization.

I.

NAME

The name of the Limited Liability Company is **Palm Beach Emergency Group, L.L.C.**

II.

PURPOSE

The Limited Liability Company is organized in order to conduct any lawful activity as provided by the Florida Limited Liability Company Act.

III.

REGISTERED OFFICE AND REGISTERED AGENT

The street address and city of the Limited Liability Company's initial registered office is **1200 South Pine Island Road, Plantation, Florida 33324** and the name of the registered agent at that office is **CT Corporation System**. The street address of the Limited Liability Company's principal place of business is **200 Corporate Boulevard, Suite 201, Lafayette, Louisiana 70508**, and the mailing address of the Limited Liability Company is **P.O. Box 51165, Lafayette, Louisiana 70505-1165**.

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CLERK OF COURT
JAN 11 2005
CORPORATE
RECORDS
SECTION
LAFAYETTE, LA

IV.

INITIAL MEMBER

The name and address of the initial member is:

The Schumacher Group of Florida, Inc.
200 Corporate Boulevard, Suite 201
Lafayette, Louisiana 70508

Additional members may be admitted only upon the written unanimous consent of all members.

V.

AUTHORITY OF MEMBERS

Any limitations on the authority of members to bind the Limited Liability Company are contained in a written operating agreement.

VI.

MANAGERS AND THEIR POWERS

A statement providing for the number and type of managers for the Limited Liability Company is contained in the written operating agreement. The Limited Liability Company shall be managed by the Members or managers to the extent provided in the written operating agreement. Managers who are not members will be determined and approved by a unanimous vote of all Members.

A statement regarding the restrictions on the authority of managers is contained in the written operating agreement.

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OFFICE OF THE
CLERK OF THE
SUPREME COURT
STATE OF FLORIDA

VII.

**CERTIFICATION OF MEMBERSHIP, AUTHENTICITY OF RECORDS, OR
AUTHORITY OF ANY PERSON TO ACT ON BEHALF OF THE LIMITED LIABILITY
COMPANY.**

Unless and until an amendment to these Articles is filed, any person may rely upon a certificate executed by an Member on behalf of the Limited Liability Company to establish the membership of any member, the authenticity of any records of the Limited Liability Company, or the authority of any person to act on behalf of the Limited Liability Company.

VIII.

AMENDMENTS AND ADDENDUMS

Amendments and addendums to these articles of organization shall be made by unanimous vote of the Members of the Limited Liability Company.

IN WITNESS THEREOF, the undersigned authorized representative executed these Articles of Organization on this the 27th day of August, 2003.



Lisha C. Falk
Authorized Representative

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CLERK OF COURT
HALL COUNTY, FLORIDA

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT BY DESIGNATED
REGISTERED AGENT**

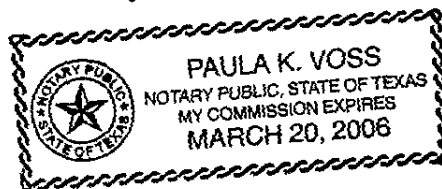
Having been named as registered agent this 26th day of August, 2003, and to accept service of process for **Palm Beach Emergency Group, L.L.C.** at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

CT CORPORATION SYSTEM
"Registered Agent"

By: Denise Bell
Name: Denise Bell
Title: Assistant Secretary

Subscribed and sworn to before me, on the day, month and year first above set forth.

Paula K. Voss
Notary Public



CLARENCE H. ROSS
CLARENCE H. ROSS

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