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LIMITED LIABILITY COMPANY

PAN AMERICAN ANESTHESIA, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF
PAN AMERICAN ANESTHESIA, LLC**

ARTICLE I

Name

The name of the Limited Liability Company is **PAN AMERICAN ANESTHESIA, LLC** (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is 4990 Hammock Lake Drive, Coral Gables, Florida 33156.

ARTICLE III

Registered Agent

The name of the Company's registered agent in the State of Florida is B & C Corporate Services, Inc. and the address of the Company's registered office is 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE IV

Duration

The period of duration for the Company shall be perpetual.

ARTICLE V

Management

The Company is to be managed by the members and the name and address of the initial managing member is:

Mercy Anesthesia Group, L.C.
7600 SW 57 Avenue, Suite 333
South Miami, Florida 33143

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ARTICLE VI
Admission of Additional Members

Members shall have the right to admit additional members as provided by the Florida Limited Liability Company Act by a vote of a majority-in-interest of the members.

ARTICLE VII
Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

MEMBER:

MERCY ANESTHESIA GROUP, L.C.

By: 

Rafael Alvarez, M.D., Managing Member

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **PAN AMERICAN ANESTHESIA, LLC**
2. The name and address of the registered agent and office is: **B & C Corporate Services, Inc., 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131..**

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent.

B & C CORPORATE SERVICES, INC.

By: *Gisela Pasco*
Gisela Pasco, Vice President

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