

05-05-2004 12:48

From: STRAWN & MONAGHAN, P.A.

561-278-9462

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LIMITED LIABILITY COMPANY

Palm Beach Emergency Medicine Associates, P.L.

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05-05-2004 12:48

From-STRAWN MONAGHAN & COHEN

561-278-8462

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ARTICLES OF ORGANIZATION

OF

PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L. A Florida Professional Limited Liability Company

The undersigned, acting as the members of a professional limited liability company, do hereby adopt the following Articles of Organization for PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L. (the "Company"):

ARTICLE I

NAME

The name of the Company is PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L. and its principal place of business shall be in Atlantis, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The Company shall exist until dissolved in a manner provided by law, or as provided in accordance with the regulations adopted by the Members.

ARTICLE III

ADDRESS

The mailing address and street address of the principal office of the Company is 5301 S. Congress Avenue, Atlantis, Florida 33462.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Company is Jeffrey L. Cohen, Esq., 54 N.E. Fourth Avenue, Delray Beach, Florida 33483.

Jeffrey L. Cohen, Esq. (Florida Bar #703886)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-8400

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ARTICLE V**MANAGEMENT**

The Company is to be managed by one or more managers and is, therefore, a manager - managed company. The names and addresses of the managing members are as follows:

Caswell J. Rumball, M.D. 5301 S. Congress Avenue
Atlantis, FL 33462

Kenneth Scheppke, M.D. 5301 S. Congress Avenue
Atlantis, FL 33462

ARTICLE VI**PURPOSE**

The Company is organized for the purpose of engaging in the practice of medicine; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Organization or any amendment thereof, necessary or incidental to the protection and benefit of the Company, and in general, either alone or in association with other limited liability companies, corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Company; and to conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 608, Florida Statutes, Florida General Corporation Act in a manner not inconsistent with Chapter 608, and for the purpose of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Company; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Company otherwise permitted by law.

ARTICLE VII**INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability

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company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The undersigned, being the original members of the Company, hereby certify that the foregoing constitutes the proposed Articles of Organization of PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed by the undersigned on April ____, 2004

MEMBERS:


Kenneth Scheppke, M.D.


Caswell Rumball, M.D.

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TALLAHASSEE, FL 32310

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent and to accept service of process for PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L. in the foregoing Articles of Organization, 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, Florida Statutes.



JEFFREY L. COHEN

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April 26, 2004

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