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FLORIDA/FOREIGN LIMITED LIABILITY CO.

WINTER HAVEN INTENSIVE CARE CONSULTANTS, PLLC

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**ARTICLES OF ORGANIZATION
OF
WINTER HAVEN INTENSIVE CARE CONSULTANTS, PLLC**

The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of forming a professional limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this company is **WINTER HAVEN INTENSIVE CARE CONSULTANTS, PLLC.**

**ARTICLE II
PERIOD OF DURATION**

This company shall commence as of the date these Articles of Organization are filed with the Department of State of the State of Florida and shall exist perpetually thereafter, unless this company is dissolved pursuant to the terms of the operating agreement for this company or by operation of law.

**ARTICLE III
BUSINESS, OBJECTS OR PURPOSES**

The general nature of the business to be transacted by this company, or the objects and purposes of this company, shall be as follows:

a) To engage solely and specifically in the business of carrying on the general practice of medicine, including but without limitation the performance of anesthesia, the provision of related medical services and all activities necessary, customary, convenient, or incident to the practice of medicine.

b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.

c) To own real and personal property necessary for the rendering of the above professional services.

d) In general, to have and exercise all powers conferred by the laws of Florida upon professional limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

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ARTICLE IV
PRINCIPAL OFFICE

The mailing address and the street address of the principal office of this company shall be 1511 SW 1st Avenue, Ocala, Florida 34474.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this company shall be located at 4 S.E. Broadway, Ocala, Florida 34471, and the initial registered agent of this company at such office shall be Jose H. Cortes, Jr., Esquire.

ARTICLE VI
MANAGEMENT OF COMPANY

Management of this professional limited liability company is reserved to its members, whose names and addresses, and Membership Units and Sharing Ratios in the company, are as follows:

Names of Members	Address	No. of Units	Sharing Ratio
Vincent C. Palmire, M.D.	1511 SW 1 st Avenue Ocala, Florida 34474	8	80.00
Paul G. Robertie, M.D.	1511 SW 1 st Avenue Ocala, Florida 34474	2	20.00

ARTICLE VII
OPERATING AGREEMENT

The power to adopt the operating agreement for this company, to alter, amend, or repeal the operating agreement, or to enter into a new operating agreement, shall be vested in the members of this company. The operating agreement for this company shall be for the government of this company and may contain provisions or requirements for the management or conduct of the affairs and business of this company, provided the same are not inconsistent with the provisions of these Articles of Organization, or contrary to the laws of the State of Florida or the United States.

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ARTICLE VIII
AMENDMENT OF ARTICLES OF ORGANIZATION

Theses Article of Organization may be amended at any time by a majority vote of the members of this company.

IN WITNESS WHEREOF, the undersigned authorized representative of a member of this company has executed these Articles of Organization this 29th day of March, 2007.

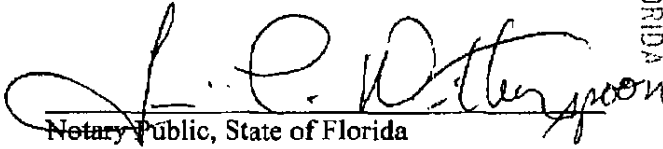
BLANCHARD, MERRIAM,
ADEL & KIRKLAND, P.A.



Jose H. Cortes, Jr., Esquire
Authorized Representative

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 29th day of March, 2007, by Jose H. Cortes, Jr., Esquire, as an authorized representative of this company, who is personally known to me.



Notary Public, State of Florida

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Official Notary Seal
TERRI L. WITHERSPOON
Notary Public, State of Florida
Comm. No. DD 525735
My Comm. Expires April 14, 2010

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

JOSE H. CORTES, JR., ESQ., having been named as the registered agent to accept service of process for **WINTER HAVEN INTENSIVE CARE CONSULTANTS, PLLC**, a Florida professional limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

4 SE Broadway Street
Ocala, Florida 34471

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 29th day of March, 2007.


Jose H. Cortes, Jr., Esquire

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