

May.23. 2007 12:03PM

MARIA C. FERRAO PA 239 598 9491

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Florida Department of State

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CARITAS OBSTETRICS AND GYNECOLOGY OF NAPLES, PLLC

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ARTICLES OF ORGANIZATION

OF

CARITAS OBSTETRICS AND GYNECOLOGY OF NAPLES, PLLC

The undersigned, under the Florida Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621 (the "Act"), hereby makes, acknowledges, adopts, and files the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is Caritas Obstetrics and Gynecology of Naples, PLLC (the "Company").

ARTICLE II - ADDRESS

The street address of the principal office of the Company is 8340 Collier Boulevard, Naples, FL 34114. The mailing address of the Company is 867 Eagle View Drive, Tallahassee, FL 32311.

ARTICLE III - REGISTERED AGENT & REGISTERED OFFICE

The name and the Florida street address of the registered agent is Aaron A. Farmer, Esq. c/o Aaron A. Farmer, P.L., 720 5th Avenue South, Suite 211, Naples, FL 34102.

ARTICLE IV - PURPOSE

The general purposes for which this Company is organized shall be to render professional medical services to the general public, and to do all things in connection therewith that are customarily performed by licensed physicians under the laws of the State of Florida. In furtherance of its corporate purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a limited liability company by the Act.

ARTICLE V - LIMITATION ON MEMBERSHIP

No one other than an individual who is duly licensed or legally authorized to render licensed medical services in the State of Florida or an organization described in Section 621.051 of the Act may become a member of the Company. No member of the Company shall enter into an agreement vesting another person with the authority to exercise the voting power of any membership interest in the Company. Any member who becomes legally disqualified to render medical services shall sever all employment with and financial interest in the Company. No Member of the Company may sell or transfer his stock in the Company, except to another individual or an organization eligible to become a Member of the Company.

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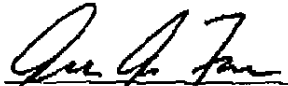
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ARTICLE VI - MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and the address of the initial manager of the Company is Angela D. Flippin-Trainer, whose address is 867 Eagle View Drive, Tallahassee, FL 32311.

NOW THEREFORE, the undersigned has executed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 23rd day of May, 2007.

By:



Aaron A. Farmer, Esq.

Authorized Representative of Member

(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.)

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MARIA C FERRAO PA 239 598 9491

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF**

CARITAS OBSTETRICS AND GYNECOLOGY OF NAPLES, PLLC

Pursuant to Chapter 608, Florida Limited Liability Company Act, Aaron A. Farmer, located at 720 5th Avenue South, Suite 211, Naples, FL 34102, having been named as registered agent to accept service of process upon Caritas Obstetrics and Gynecology of Naples, PLLC, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

NOW THEREFORE, the undersigned corporation has caused this Certificate to be executed on this 23rd day of May, 2007.

By: 

Aaron A. Farmer, Esq.

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