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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO

Bayfront Physician Specialty Services, LLC

Certificate of Status	0
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MAR 27 2009

EXAMINER

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**ARTICLES OF ORGANIZATION
OF
BAYFRONT PHYSICIAN SPECIALTY SERVICES, LLC**

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FLORIDA

1. Name. The name of this limited liability company to be formed under Chapter 608 of the laws of the State of Florida is **BAYFRONT PHYSICIAN SPECIALTY SERVICES, LLC** (the "Company").

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose and Powers. The Company is organized and shall at all times thereafter be operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws") and the purposes of the Company are limited exclusively to benefiting, performing the functions of, or carrying out the purposes of, BAYFRONT MEDICAL CENTER, INC. ("Bayfront"), a Florida not-for-profit corporation that is a charitable organization described in section 509(a)(1) or (2) of the Code, for so long as Bayfront is such an organization. In carrying out such purposes this Company shall have all of the powers and authorities granted by statute and law, including the power and authority to engage in activities relating to the aforementioned purposes, to accept gifts, devises and other contributions for charitable purposes, to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Notwithstanding any other provisions of these Articles of Organization, the Company shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

4. Address of Principal Office. The mailing and street address of the Company's principal office is: **701 6th Street South, St. Petersburg, Florida 33701.**

5. Registered Agent and Office. The name of the initial registered agent of the Company is **F&L Corp.** The street address of the initial registered agent of the Company is **One Independent Drive, Suite 1300, Jacksonville, Florida 32202.**

6. Limitations on Actions. All of the assets and earnings of the Company shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the Company's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Company shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by an organization exempt from federal income

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taxation under Section 501(c)(3) of the Code (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding provisions of any subsequent Revenue Laws). The Company shall not distribute any part of its net income or assets to any private individuals, including Directors or officers, and any distributions from Company shall be made only to the initial sole member or, if such member is no longer in existence, to another organization that is exempt under Section 501(c)(3) of the Code, and whose purpose is similar to that of the initial sole member. Upon partial or final liquidation or dissolution, the Company may make distributions to its members as permitted by the Code and Florida Statutes, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Company.

7. Dissolution. Upon dissolution of the Company, all of its assets remaining after payment of or provision for all liabilities of the Company, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Company or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Code, or to the corresponding provisions of any future Revenue Law, as shall be selected by Bayfront Medical Center, Inc.. None of the assets will be distributed to any private individual. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Company is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

The undersigned executed these Articles of Organization on the 20th day of March, 2009.

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

its Member

By:

Print Name:

Title:

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FROM

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

F&L CORP.

By: R. J. Wolfe
Print Name: Randolph J. Wolfe
Title: Vice President

Dated: March 20, 2009

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