



L94000000558

ACCOUNT NO. : 072100000032

REFERENCE : 302771 132254A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 21, 1997

ORDER TIME : 10:25 AM

ORDER NO. : 302771-005

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
Bronstein Carlson Gleim &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

FILED
97 MAR 21 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: PRIMARY CARE ASSOCIATES, P.L.

EFFECTIVE DATE:

RECEIVED
97 MAR 21 AM 11:21
DIVISION OF CORPORATION

 ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF ORGANIZATION

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*****52.50 *****52.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

3/25
Amended
X Restated
Name Change



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1997

CSC
VICTORIA
TALLAHASSEE, FL

SUBJECT: PRIMARY CARE ASSOCIATES, P.L.
Ref. Number: L94000000558

RESUBMIT
Please give original
submission date as file date.

We have received your document for PRIMARY CARE ASSOCIATES, P.L. and check(s) totaling \$250.00. However, your check(s) and document are being returned for the following:

A statement that the document was duly executed and filed in accordance with section 608.411, Florida Statutes, must be contained in the document.

~~We are returning your check for \$250.00 to be replaced by one in the correct amount of \$52.50.~~

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 497A00014608

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97 MAR 24 PM 3:28

FILED

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
PRIMARY CARE ASSOCIATES, P.L. TALLAHASSEE, FLORIDA**

87 MAR 21 PM 4:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned having associated together for the purpose of becoming a Professional Liability Limited Company for providing for the formation, rights and privileges and immunities of limited liability companies for profit, in accordance with the Florida Statutes, Section 608.411, does hereby amend its Articles of Organization in its entirety and hereby adopts the following Amended and Restated Articles of Organization for the purpose of converting to a Limited Liability Company:

**ARTICLE I.
NAME**

The name of the Limited Liability Company shall be Primary Care Associates, L.C.

**ARTICLE II.
DURATION; EFFECTIVE DATE**

This Limited Liability Company shall exist for a period commencing as October 17, 1994 which is the date the Articles of Organization were filed with the State of Florida Department of State and terminating on December 31, 2004.

**ARTICLE III.
ADDRESS; PRINCIPAL OFFICE**

The mailing address of the Limited Liability Company and the street address of the principal office Limited Liability Company is 1846 Tamiami Trail, Suite 12, Venice, Florida 34293.

**ARTICLE IV.
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the Limited Liability Company is 1846 South Tamiami Trail, Suite 12, Venice, Florida 34293 and the name of its registered agent at such address is David G. Cislo.

**ARTICLE V.
PURPOSE**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE VI.
RESTRICTIONS ON MEMBERSHIP;
RIGHT TO ADMIT ADDITIONAL MEMBERS**

Existing members shall have the right to admit new members by consent of members representing seventy five percent (75%) of the ownership interests in the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company in accordance with the Regulations.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the written consent of members representing at least seventy five percent (75%) of the ownership interest of the Limited Liability Company and must be otherwise in accordance with the Regulations of this Limited Liability Company.

**ARTICLE VII.
CONTINUATION**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

**ARTICLE VIII.
MANAGEMENT**

Management of the Limited Liability Company is reserved to its members in accordance with the Regulations of the Limited Liability Company. The names and addresses of the Members are as follows:

CRISTINA M. BABIAK, M.D.
1872 South Tamiami Trail
Suite B
Venice, Florida 34293

JOSEPH CHIRILLO, JR., M.D.
190 West Dearborn Street
Englewood, Florida 34223

DAVID G. CISLO, D.O., P.A.
12749 South Tamiami Trail
North Port, Florida 34287

ROBERT R. LASTOMIRSKY, M.D., P.A.
740 The Rialto
Venice, Florida 34285

KAREN R. GRECO, M.D.
1211 Jacaranda Blvd.
Venice, Florida 34292

ARMANDO NAVARRO, M.D., P.A.
1211 Jacaranda Blvd.
Venice, Florida 34292

ERIC P. REINTSEMA, M.D., P.A.
14999 Tamiami Trail South
North Port, Florida 34287

RONALD RIESZ, M.D., P.A.
1211 Jacaranda Blvd.
Venice, Florida 34292

DONALD W. ROBERTSON, D.O.
Tiffany Square Family
Practice
2828 South McCall Road #21
Englewood, Florida 34224

RICHARD SAMALE, M.D.
1211 Jacaranda Blvd
Venice, Florida 34292

LAKSHMAN P. WEERASOORIYA, M.D., P.A.
1861 Placida Road, Suite 202
Englewood, Florida 34223

**ARTICLE IX.
REGULATIONS**

The members of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal initial Regulations which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

**ARTICLE X.
AMENDMENT**

These Articles of Organization may be amended by a vote of members representing seventy five percent (75%) of the ownership interests in the Limited Liability Company.

The Amended and Restated Articles of Organization have been by written action by the members of the Company representing at least seventy five (75%) percent of the ownership interest of the Company dated March 7th, 1997, which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization this 7th day of March, 1997.

PRIMARY CARE ASSOCIATES, P.L.

By:

Cristina B. Babiak MD
Cristina B. Babiak, President
and Member

**AFFIDAVIT OF
LIMITED LIABILITY COMPANY
MEMBER CONTRIBUTIONS**

The undersigned, constituting a Member of PRIMARY CARE ASSOCIATES, P.L., a Florida Professional Limited Liability Company (the "Limited Liability Company"), states and certifies as follows:

1. The Limited Liability Company has at least two (2) Members, as identified in Article VIII of the Amended and Restated Articles of Organization of even date herewith.

2. The amount of cash capital contributions to the Limited Liability Company made by the Members, in the aggregate, is Fifteen Thousand and No/100 Dollars (\$15,000.00).

3. No property other than cash has been contributed by the Members.

4. The amount of additional cash contributions anticipated to be contributed by the members is ZERO.

5. It is not anticipated that any property other than cash shall be contributed by the Members.

6. Therefore, the total contributions by the Members is Fifteen Thousand (\$15,000.00) Dollars.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

DATED this 10th day of March, 1997.


Cristina M. Babiak, Member

119812

3/11/97