

CORPORATION INFORMATION
SERVICES, INC.
1701 HAYN STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9191

800-142-8086

CSC networks

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 515262 132254A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 30, 1994

ORDER TIME : 10:01 AM

ORDER NO. : 515262

CUSTOMER NO: 132254A

CUSTOMER: Ms. Sue Thomas (132254a)
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

FILED
95 DEC 30 PM 3:27
TALLAHASSEE, FL 32301

DOMESTIC FILING

*WJH-27668
788-61177, 61127, 677*
L 95000000016

NAME: SUNCOAST MEDICAL CLINIC, P.L.

PLEASE NOTE EFFECTIVE DATE ARTICLE II

ARTICLES OF INCORPORATION
XXXXXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
XXXXXX PLAIN STAMPED COPY
XXXXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: DL
1 9 16

FILING 280.00
R. AGENT 45.00
C. COPY
TOTAL 325.00
N. BANK
BALANCE DUE
REFUND

DATE
12/30/94



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 30, 1994

Backdate

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: SUNCOAST MEDICAL CLINIC, P.L.
Ref. Number: W94000027668

2nd
RECEIVED
JAN 11 1995
FILING CLERK

We have received your document for SUNCOAST MEDICAL CLINIC, P.L. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, or trust/trustee listed as a manager or managing member of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 294A00054960

*Resubmit + 1-9-95
NOTE EFF DATE*

EFFECTIVE DATE
1-1-15

ARTICLES OF ORGANIZATION
OF
SUNCOAST MEDICAL CLINIC, P.L.

FILED
95 DEC 30 AM 3:25
TALL

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Professional Limited Liability Company under Florida Statutes Chapters 608 and 621, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit and the following Articles of Organization are hereby adopted.

ARTICLE I.
NAME

The name of the Professional Limited Liability Company shall
SUNCOAST MEDICAL CLINIC, P.L.

ARTICLE II.
DURATION; EFFECTIVE DATE

This Professional Limited Liability Company shall exist for a period commencing as of the later of January 1, 1995 or the date on which these Articles of Organization are filed with the State of Florida Department of State and terminating on December 31, 2024.

ARTICLE III.
ADDRESS; PRINCIPAL OFFICE

The mailing address of the Professional Limited Liability Company and the street address of the principal office Limited Liability Company is 700 Sixth Street South, St. Petersburg, Florida 33701.

ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Professional Limited Liability Company is 700 Sixth Street South, St. Petersburg, Florida 33701, and the name of its initial registered agent at such address is MICHAEL ROHR.

**ARTICLE V.
PURPOSE**

This Professional Limited Liability Company is organized for the following purposes:

A. To engage in every aspect of the practice of medicine and the performance of services ancillary thereto, including laboratory services and x-ray imaging.

B. To render professional services in connection with the practice of medicine by and through its members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

D. To own real and personal property necessary for the rendering of professional services authorized under these Articles of Organization.

E. To engage in no other business.

F. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the above described purposes, either alone or in association with others, including matters incidental or pertaining to, or connected with such purposes, provided the same shall not be inconsistent with the laws of the State of Florida.

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

Individual members must be licensed to practice medicine in the State of Florida. The shareholders of any member that is a professional service corporation and the members of any member that is a professional limited liability company and individual partners or the shareholders of any professional service corporation partner of a partnership that is a member must each be licensed to practice medicine in the State of Florida. Existing members shall have the right to admit new members by consent of members representing eighty percent (80%) of the ownership interests in the Professional Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Professional Limited Liability Company in accordance with the Regulations.

A member's interest in the Professional Limited Liability Company may not be sold or otherwise transferred except to a person licensed to practice medicine in the State of Florida, with written consent of members representing eighty percent (80%) of the ownership interests in the Professional Limited Liability Company and otherwise in accordance with the Regulations of this Professional 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 Professional 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 and the names and addresses of the initial members are as follows:

Suncoast Clinic, P.A.
700 Sixth Street South
St. Petersburg, FL 33701

Cardiology Consultants
1609 Pasadena Ave. South
Suite 1F
St. Petersburg, FL 33707

ARTICLE IX. REGULATIONS

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

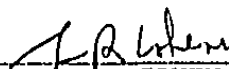
ARTICLE X. AMENDMENT

These Articles of Organization may be amended by a vote of members representing eighty percent (80%) of the ownership interests in the Professional Limited Liability Company.

The undersigned, being one of the initial members of the Professional Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of SUNCOAST MEDICAL CLINIC, P.L.

Executed by the undersigned on December 29, 1994.

SUNCOAST CLINIC, P.A.,
a Florida professional
service corporation

By: 
STEVEN R. COHEN, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the above Limited Liability Company and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 29th day of December, 1994.


MICHAEL ROHR, REGISTERED AGENT

AFFIDAVIT OF
PROFESSIONAL LIMITED LIABILITY COMPANY
MEMBER CONTRIBUTIONS

FILED
95 DEC 30 PM 3:25
SC
TALLAH.

The undersigned, one of the members of SUNCOAST MEDICAL CLINIC, P.L., a Florida Professional Limited Company (the "Professional Limited Company"), states and certifies as follows:

1. The Professional Limited Company has at least two members who are identified in Article VIII of the Articles of Organization dated December 29, 1994.

2. The amount of cash capital contributions to the Professional Limited Company made by the members, in the aggregate, is \$10,000.

3. As of the date of this Affidavit, no property other than cash has been contributed by the members.

4. It is anticipated that additional property in the form of accounts receivable, equipment and other assets will be contributed by the members in the amount of \$4,400,000.

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 5th day of January, 1995.

SUNCOAST CLINIC, P.A.

By: 
Steven R. Cohen, President

MEMBER

1204 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171

800-342-8086

CSC networks
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

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ACCOUNT NO. : 072100000032

REFERENCE : 569250 132254A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 31, 1995

ORDER TIME : 10:03 AM

ORDER NO. : 569250

CUSTOMER NO: 132254A

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

File 1

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PM 3:19

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MAR-31

PM 3:19

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MAR-31

PM 3:19

DOMESTIC AMENDMENT FILING

NAME: SUNCOAST MEDICAL CLINIC, P.L.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 31, 1995

CSC Networks
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: SUNCOAST MEDICAL CLINIC, P.L.
Ref. Number: L95000000016

We have received your document for SUNCOAST MEDICAL CLINIC, P.L. and check(s) totalling \$52.50. However, your check(s) and document are being returned for the following:

You will need to amend the purpose to include the specific nature of business of the P.L. The document must be signed by a member or the authorized representative of a member.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 195A00014802

Attn: Susan P.
resubmit

CERTIFICATE OF AMENDMENT
TO ARTICLES OF ORGANIZATION
OF
SUNCOAST MEDICAL CLINIC, P.L.

FILED
95 MAR 31 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being one of the members named in the Articles of Organization of Suncoast Medical Clinic, P.L., a Florida professional limited liability company, (the "Company"), in accordance with the provisions of Chapters 608 and 621, Florida Statutes, hereby amends its Articles of Organization as set forth below:

1. The name of the Company is Suncoast Medical Clinic, P.L.
2. The Articles of Organization for the Company were filed with the Florida Department of State on December 30, 1994.
3. Article I of the Company's Articles of Organization is hereby deleted in its entirety and the following is substituted therefor:

"ARTICLE I.
NAME

"The name of the Professional Limited Liability Company shall be Suncoast Clinic, P.L."

4. This Certificate of Amendment Shall be effective upon filing with the Florida Department of State.
5. Except as expressly provided herein, all of the terms and provisions of the Articles of Organization shall remain in full force and effect and are hereby ratified and confirmed.

The execution of this Certificate of Amendment of the Articles of Organization by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned, constituting at least one of the Members of Suncoast Medical Clinic, P.L. has executed this Certificate of Amendment of Articles of Organization this 21st day of March, 1995.

SUNCOAST MEDICAL CLINIC, P.A.,
f/k/a/ Suncoast Clinic, P.A.,
a Florida professional service
corporation

By: 

Steven R. Cohen, President