

Costin and Costin

ATTORNEYS AT LAW

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Charles A. Costin

Cecil G. Costin, Jr.
(1923 - 1990)

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L95000000192

February 27, 1995

State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED
3-06-95

Rec'd
2/27/95

100000014172331
03/01/95 00017-0001
****337.50 ****337.50

Re: ARBOR CLINIC ONE, L. C.

Ladies and/or Gentlemen:

Enclosed is an original and one copy of the Articles of Organization for the above company. Please file the original and certify and return to us one certified copy.

We are enclosing a check in the amount of \$337.50 covering:

\$ 250.00 - filing fee
52.50 - certified copy
35.00 - registered agent designation
\$ 337.50

Sincerely,

Katrina Etheridge
Katrina Etheridge
Legal Secretary

/kle

Enclosures: as stated

3/10/95

Per Ms. Etheridge, add
Principal Office and total
cash & properties contributed.

BOB

3/14/95

notified Ms. Etheridge that
affidavit must be separate
from Articles in future
filings.

BOB
3/10/95
624/644
4495-4629
L95-192



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 1, 1995

KATRINA ETHERIDGE
COSTIN AND COSTIN ATTORNEYS AT LAW
P.O. BOX 98
PORT ST. JOE, FL 32456-0098

SUBJECT: ARBOR CLINIC ONE, L.C.
Ref. Number: W95000004629

We have received your document for ARBOR CLINIC ONE, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent must sign accepting the designation.

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) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 795A00009287

ARTICLES OF ORGANIZATION
OF
ARBOR CLINIC ONE, L. C.

The undersigned members to these Articles of Organization, persons competent to contract, hereby form a limited liability company, under Chapter 608, Florida Statutes, and do hereby certify that it has become such company under and pursuant to the following Articles of Organization.

ARTICLE I
Name

The name of the limited liability company is "ARBOR CLINIC ONE, L. C."

ARTICLE II
Duration

The company shall have perpetual existence, commencing on March 6, 1995.

ARTICLE III
Appointment and Acknowledgement of Designated
Registered Agent and Office Address

The name and street address of this company's initial registered agent is William H. Linton, 346 Bass Street, Wewahitchka, Florida 32465. The address of the initial ^{principal} registered office of this company is 340 West 23rd Street, Panama City, Florida 32401. The registered agent, by his signature hereon, acknowledges that he has read the foregoing Articles of Organization and that he is familiar with and accepts the obligations of his appointment as designated registered agent.

ARTICLE IV
Right to Admit Additional Members

The additional members listed hereinbelow shall have the right to admit additional members; however, each member must unanimously consent to such additional member and to the amount of such additional members contribution to capital.

ARTICLE V
Right to Continue

The rights given to the remaining members of this company to continue the business on the death, retirement, resignation, expulsion or bankruptcy of any member are as follows:

Each member shall sell his complete interest in this company to the other members of the company upon the occurrence of that member's: a) death, b) retirement, c) voluntary withdrawal or resignation, d) expulsion, e) bankruptcy or receivership, or f) dissolution of a member. Upon any occurrence triggering the sale of the member's interest, all of such member's interest shall be transferred under the following terms and conditions:

The surviving members shall have the option to purchase all or any part of the interest owned by a selling member at the date of his death. Each member may purchase all or part of the offered interest equal in amount to the ratio that his capital account bears to the total account held by all members eligible to purchase. Each purchasing member must exercise the option in writing, delivered to the selling member or his legal representative within 60 days of the triggering event.

If any eligible member does not exercise his right to purchase his prorata share of the selling member's interest within the above described period, then each purchasing member shall have the option, within 30 days from the expiration of the first option above to purchase all of the selling member's remaining interest in an amount equal to the ration that his interest bears to the total interest held by all purchasing members.

If there is any remaining interest of the selling member remaining unpurchased at the expiration of the time periods granted immediately above then that selling member or his legal representative may dissolve this company pursuant to Chapter 608, Florida Statutes; provided, however, that if there is no interest of the selling member remaining unpurchased, then the remaining members shall have the right to continue the business of the company.

The purchase price of the member's interest shall be determined by an independent certified public accountant who shall determine a value of the selling member's interest as of the last day of the month preceding the triggering event. The accountant shall make such adjustments for tax depreciated assets and undervalued or overvalued assets as is required to reflect more clearly the current market values and adding thereto a value ascribed and mutually agreed to by the parties for good will and that value shall be binding on all parties.

Upon the occurrence of any triggering event, the remaining members in exercising their respective purchase options may pay the purchase price in a lump sum or in installments. If the purchasers elect to make installment payments to the selling member, then they shall make an initial down payment in case of 20% of the purchase price. The remaining balance shall be evidenced by promissory notes with provision of amortization of the unpaid principal over a 10-year term with interest at the rate of 8% per year. The notes shall provide for optional acceleration of maturity in the event of a default in the payment of principal or interest.

ARTICLE VI Management

The limited liability company is to be managed by MANAGEMENT ONE, INC., a Florida Corporation, who is an initial member of this organization and whose street address is 346 Bass Street, Wewahatchka, Florida 32465. MANAGEMENT ONE, INC. shall serve as manager until such time as a successor is elected and qualified. Pursuant to the Florida Statutes, management shall be elected annually by the membership.

The duties and responsibilities of management in addition to those set forth in Florida Statute 608.4225 (1993) are as follows: a) to negotiate contracts for lease or purchase of facilities or equipment, b) to maintain and safeguard the cash flow including management of the operating bank account and negotiating with financial institutions for short term capital needs, as may be determined necessary by the owners and management of the company,

c) to comply with federal and state tax laws, d) to perform monthly reporting of financial position and the results of operations to the membership along with comparisons to budgeted operations and anticipated cash flows, e) to monitor receivable collections and follow up where necessary, f) to audit monthly cost reports submitted to governmental agencies, g) to monitor compliance with policies and procedures established by the membership and management, h) to provide such services as may be agreed to in writing from time to time executed by membership and management.

ARTICLE VII
Membership and Capital Contributions

The limited liability company shall have 4 initial members.
The names and addresses of these 4 initial members are as follows:

Spichaël Stallings
411 Reid Avenue
Port St. Joe, Florida 32456

Paul Fitzgerald
411 Reid Avenue
Port St. Joe, Florida 32456

Management One, Inc.
346 Bass Street
Wewahitchka, Florida 32465

Terry W. Linton
1st Street
Wewahitchka, Florida 32465

The contributions of the 4 initial members to the company are as follows:

<u>Member</u>	<u>Type and Value of Contribution</u>
Spichaël Stallings	Various furnishings, fixtures, storage facilities and medical diagnostical tools valued in the amount of \$75,306.13

Paul Fitzgerald

Various furnishings, fixtures,
storage facilities and medical
diagnostical tools valued in
the amount of \$18,367.34

Management One, Inc.

\$30,000.00 cash

Terry W. Linton

\$60,000.00 cash


Total cash contributions and anticipated properties in \$183,673.47.

ARTICLE VIII

Voting

Voting on all matters relating to this company shall be vested exclusively in the membership. Each member's vote shall be weighed in proportion to that member's capital account. Sharing of profits and losses shall be allocated on the basis of each member's capital account unless modified by separate contract signed by all members.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization on the 20th day of February, 1995.

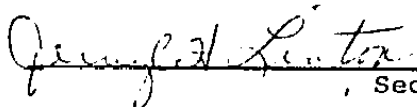

MICHAEL STALLINGS


PAUL FITZGERALD

MANAGEMENT ONE, INC.

by: 
JERNY H. LINTON, its President

ATTEST:


, Secretary


TERRY W. LINTON

State of Florida
County of Gulf

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared SPICHAEL STALLINGS, who is personally known to me or who produced _____ as identification, known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein described.

SWORN TO AND SUBSCRIBED before me this 28th day of February, 1995.



KATRINA L. ETHERIDGE
MY COMMISSION # CC174230 EXPIRES
January 15, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

Katrina L. Etheridge
Notary Public
Comm. No.: 174230 Exp. Date: 1-15-96

State of Florida
County of Gulf

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared PAUL FITZGERALD, who is personally known to me or who produced _____ as identification, known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein described.

SWORN TO AND SUBSCRIBED before me this 28th day of February, 1995.



KATRINA L. ETHERIDGE
MY COMMISSION # CC174230 EXPIRES
January 15, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

Katrina L. Etheridge
Notary Public
Comm. No.: 174230 Exp. Date: 1-15-96

State of Florida
County of Gulf

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared JERNYL H. LINTON, on behalf of MANAGEMENT ONE, INC., who is personally known to me or who produced _____ as identification, known to me to be the person described in and who executed the foregoing instrument on behalf of MANAGEMENT ONE, INC. and he acknowledged before me that he executed the same for the purposes therein described.

SWORN TO AND SUBSCRIBED before me this 28th day of February, 1995.



KATRINA L. ETHERIDGE
MY COMMISSION # CC174236 EXPIRES
January 15, 1996
BONDED THROUGH TROY FARM INSURANCE, INC.

Katrina L. Etheridge
Notary Public

Comm. No.: 174236 Exp. Date: 1-15-96

State of Florida
County of Gulf

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared TERRY W. LINTON, who is personally known to me or who produced Valid FL Driver License as identification, known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein described.

SWORN TO AND SUBSCRIBED before me this 28th day of February, 1995.



KATRINA L. ETHERIDGE
MY COMMISSION # CC174236 EXPIRES
January 15, 1996
BONDED THROUGH TROY FARM INSURANCE, INC.

Katrina L. Etheridge
Notary Public

Comm. No.: 174236 Exp. Date: 1-15-96


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that ARBOR CLINIC ONE, L. C., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at Panama City, Bay County, Florida, has named WILLIAM H. LINTON, 346 Bass Street, Wewahitchka, Florida 32465, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I

hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


WILLIAM H. LINTON
Registered Agent
346 Bass Street
Wowahitchka, Florida 32465

FILED
JUN 10 1964