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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.

DEPARTMENT OF STATE

200 E LAS OLAS BLVD

STATE OF FLORIDA

NEW RIVER CENTER STE. 1900

409 EAST GAINES STREET

FT LAUDERDALE FL 33301-

TALLAHASSEE, FL 32399

CONTACT: BEVERLY F BRYAN

FAX: (904) 922-4000

PHONE: (305) 463-3173

FAX: (305) 523-1952

((H95000004109)))

DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: NORTH COUNTY PHYSICIANS L.C.

FAX AUDIT NUMBER: H95000004109

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/11/1995

TIME REQUESTED: 11:53:32

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

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ACCOUNT NUMBER: 076247002423

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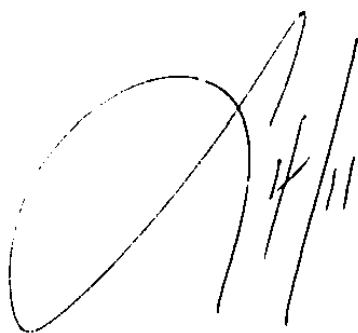
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FILED  
SERIAL 11 PM 2:33  
APR 11 1995  
TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION  
OF  
NORTH COUNTY PHYSICIANS L.C.**

FILED  
55 APR 11 PM 2:00  
TALLAHASSEE, FLORIDA

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**SECTION 1.  
NAME**

The name of this limited liability company is North County Physicians L.C. (the "Company").

**SECTION 2.  
DURATION**

The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statute Section 608.441, or the Regulations of the Company, unless continued by the unanimous consent of all of the remaining members.

**SECTION 3.  
MAILING ADDRESS AND STREET ADDRESS**

The Company's mailing and street address is 11380 Prosperity Farms Road, Suite 218-A, Palm Beach Gardens, Florida 33410.

**SECTION 4.  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is CT Corporation Systems. The street address of the initial registered agent of the Company is 1200 South Pine Island Road, Plantation, Florida 33324.

**SECTION 5.  
ADDITIONAL MEMBERS**

Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission. Any new member which is approved by the existing members of the

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35/4223.100/20927.1

SANDRA GREENBLATT, ESQ., FL BAR # 438006  
ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
200 EAST LAS OLAS BOULEVARD, SUITE 1900  
FORT LAUDERDALE, FLORIDA 33301  
PHONE NO.: (305) 763-1200

H95000004109

Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations of the Company and such other applicable statutes, rules, regulations at law, or policies for the Company as the managers may from time to time determine in their sole discretion.

#### **SECTION 6. TERMINATION OF MEMBERSHIP**

If a member of the Company dies, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company as set forth in the Regulations of the Company or in Chapter 608, Florida Statutes, the remaining member(s) may, by unanimous written agreement, continue the business of the Company.

#### **SECTION 7. MANAGEMENT OF THE COMPANY**

The Company shall be managed by managers. The Company shall initially be managed by Craig Prokos, M.D., whose address is 11380 Prosperity Farms Road, Suite 218-A, Palm Beach Gardens, Florida 33410, who shall serve as manager until the first annual meeting of the members or until their successors are approved and qualify. Thereafter, the Company shall be managed by the number of managers determined by the members as provided in the Regulations of the Company.

#### **SECTION 8. AMENDMENT OF ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative unanimous vote of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of all the members of the Company.

#### **SECTION 9. REGULATIONS**

The managers shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the Company, upon the affirmative vote of a super-majority (as defined in the Regulations) of the managers of the Company, which vote is taken at a meeting of the managers duly called or by written consent of all of the managers of the Company provided, however, that any provision which has been previously adopted, altered or

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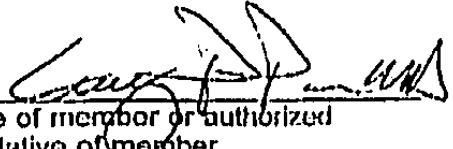
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amended by the members and which states it may only be amended, altered or repealed by the members, may not be altered, amended or repealed.

**SECTION 10.  
DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of this Fifth day of April, 1995.

  
\_\_\_\_\_  
Signature of member or authorized  
representative of member

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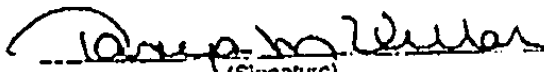
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 808.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: North County Physicians L.C.
2. The name and address of the registered agent and office is:

CT Corporation Systems  
1200 South Pine Island Road  
Plantation, Florida 33324

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)  
TANYA M. VILLAR  
SPECIAL ASSISTANT SECRETARY

  
(Date)


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AFFIDAVIT OF MEMBERSHIP  
AND  
CONTRIBUTIONS  
OF  
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of North County Physicians L.C. deposes and says:

1. The above named limited liability company has at least two members;
2. The total amount of cash contributed by the members is \$375,000.
3. The total amount of cash or property anticipated to be contributed by members is \$375,000. This total includes amounts from 2 above.

  
\_\_\_\_\_  
Signature of a member or authorized  
representative of a member.

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

FILED  
95 APR 11 PM 2:36  
SECRETARY OF  
TALLAHASSEE, FLORIDA

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# L95000000283

JUN-30-95 10:21 FROM: ATLAS PEARLMAN PA

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6/30/95

FLORIDA DIVISION OF CORPORATIONS

9:10 AM

PUBLIC ACCESS SYSTEM

((H95000007309))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & NORKSON, P.A.

DEPARTMENT OF STATE

PO BOX 14610

STATE OF FLORIDA

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-4610

TALLAHASSEE, FL 32399

CONTACT: BEVERLY F BRYAN

FAX: (904) 922-4000

PHONE: (305) 463-3173

FAX: (305) 523-1952

((H95000007309))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: NORTH COUNTY PHYSICIANS L.C.

FAX AUDIT NUMBER: H95000007309

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/30/1995

TIME REQUESTED: 09:10:32

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TALLAHASSEE, FLORIDA

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Linda*

*R95-1744*

FLORIDA DIVISION OF CORPORATIONS

95 JUN 30 AM 11:42

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H95000007309



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 19, 1995

THOMAS C. PERKINS  
2828 CROASDAILE DRIVE  
DURHAM, NC 27705

APR 21 1995

The name QUALITY PHYSICIANS NETWORK, L.C. has been reserved for 120 days beginning April 19, 1995. The reservation number is R95000001744 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Alan Crum

Letter number: 395A00018267

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**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF ORGANIZATION OF NORTH COUNTY PHYSICIANS L.C.**

This Certificate of Amendment is made for the purpose of amending the Articles of Organization of a Florida limited liability company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**SECTION 1.  
NAME**

The name of the limited liability company is North County Physicians L.C.

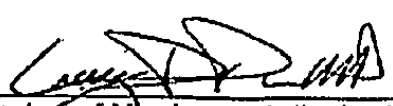
**SECTION 2.  
DATE OF FILING**

The Articles of Organization of North County Physicians L.C. were filed with the Florida Department of State on April 11, 1995.

**SECTION 3.  
AMENDMENT**

The members of North County Physicians L.C. have voted unanimously to change the name of the limited liability company to Quality Physicians Network L.C., effective as of the filing of this Certificate of Amendment. All other provisions of the Articles of Incorporation originally filed shall remain unchanged.

The undersigned executed this Certificate of Amendment as of the 27 day of June, 1995.

  
\_\_\_\_\_  
Signature of Member or Authorized  
Representative of Member

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SANDRA GREENBLATT, ESQ., FL BAR # 438006  
ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
200 EAST LAS OLAS BOULEVARD, SUITE 1900  
FORT LAUDERDALE, FLORIDA 33301  
PHONE NO.: (305) 763-1200

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95 JUN 30 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILE NOW: Fee after May 1, will be \$263.75

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LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996  
DIVISION OF CORPORATE

FILED

96 FEB 28 AM 10:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILING FEE  
\$ 238.75  
Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee  
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

DOCUMENT #L95000000283

1. Name and Mailing Address  
of Limited Liability Company

QUALITY PHYSICIANS NETWORK L.C.  
11380 PROSPERITY FARMS ROAD  
SUITE 216-A  
PALM BEACH GARDENS FL 33410

1a. Principal Place of Business Address

11380 PROSPERITY FARMS ROAD  
SUITE 216-A  
PALM BEACH GARDENS FL 33410

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

3. Date Organized or Qualified

3a. State of Formation

04/11/1995

FL

4. FEI Number

65-0594404

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ Active ☐ In Liquidation ☐ Other

7. Name and Address of Current Registered Agent

C T CORPORATION SYST, EMS  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

Zip Code

FL

9. Pursuant to the provisions of Sections 608.410 and 608.500, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when resigning)

DATE

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGR

PROKOS, CRAIG

11380 PROSPERITY FARMS ROAD

PALM BEACH GARDENS FL

500001729135  
-03/01/96--01034--036  
\*\*\*\*238.75 \*\*\*\*238.75

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with a address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

2/7/96

(407) 625-6552

INHSE10 R(12-95)