

Maas & Castillo, P.A.

Attorneys At Law

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19345 N.E. Highway 19 North, Suite 109
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Marcus A. Castillo
Lee L. Haas

June 2, 1995

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

Re: Innovative Patient Care Services, L.C.

700001506597
-06/06/95--01088--001
****337.50 ****337.50

Gentlemen:

Enclosed please find the Articles of Organization to Innovative Patient Care Services, L.C. Also enclosed is a check in the amount of \$337.50, for the filing fee and a certified copy.

If any further information is needed, or any other questions arise, please do not hesitate to contact my office.

Sincerely,



Lee L. Haas

LLH:ls
Enclosures

SHARON L. TALA JUN 14 1995

ARTICLES OF ORGANIZATION
OF
INNOVATIVE PATIENT CARE SERVICES, L.C.

ARTICLE I - NAME

The name of this limited liability company is Innovative Patient Care Services, L.C.

ARTICLE II - DURATION

This limited liability company shall have perpetual existence.

ARTICLE III - PURPOSES AND POWERS

The purpose for which the limited liability company is organized is to engage in any and all businesses and activities permitted by the laws of the state of Florida. The limited liability company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the limited liability company and its mailing address is:

13161 56th Court, Suite 203
Clearwater, FL 34620

ARTICLE V - REGISTERED AGENT

The registered agent and registered office of this limited liability corporation in the state of Florida shall be:

Charles L. Brown
13161 56th Court, Suite 203
Clearwater, Florida 34620

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the limited liability company upon the unanimous written consent of the then existing members. Capital contributions required of

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SECRETARY OF STATE
JUN - 5
2003
TALLAHASSEE, FLORIDA

new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except upon the unanimous consent of the non-transferring members of the limited liability company.

ARTICLE VII - BUSINESS CONTINUATION

The limited liability company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company; provided, however, that all of the remaining members may unanimously consent to the continuance of the limited liability company's business notwithstanding the event. The limited liability company shall be dissolved upon the unanimous written consent of the members of the limited liability company.

ARTICLE VIII - MANAGEMENT

The limited liability company is to be managed by a governing board of four people who will each serve for a term of five (5) years. Two members of the board shall be selected by JCD Corporation of Alabama and two members shall be selected by HCCA, Inc. Charles L. Brown, 13161 56th Court, Suite 203, Clearwater, FL 34620 and Daniel Seckler 13161 56th Court, Suite 203, Clearwater, FL 36620 shall be the initial board representatives for JCD Corporation of Alabama. David R. Vaughan, 510 Vonderburg Drive, Suite 3002, Brandon, FL 33511-5954 and O. Stuart Brown, 1000 Tallan Building, Two Union Square, Chattanooga, TN 37402 shall be the initial board representatives for HCCA, Inc. In the event of the death, disability or retirement of any board member, his replacement shall be

selected by the corporation which selected him. The Board may delegate management functions to a third party.

ARTICLE IX - OPERATING AGREEMENT

The members of the limited liability company may enter into an operating agreement to regulate the affairs of the limited liability company; provided, however, that said operating agreement shall not contravene these articles or the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned, being the initial members of the limited liability company, have executed these Articles this 12th day of May, 1995.

JCD CORPORATION OF ALABAMA

By: Charles L. Brown

Charles L. Brown

Title: Secretary

HCCA, INC.

By: David R. Vaughan

Name Printed David R. Vaughan

Title: President

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

FILED

95 MAY -6 PM 12:15
CLERK OF DISTRICT COURT
STATE OF FLORIDA

BEFORE ME, the undersigned authority, personally appeared Charles L. Brown,

who being first duly sworn deposes and says:

1. He is an authorized representative of JCD Corporation of Alabama which is a member of Innovative Patient Care Services, L.C.
2. The above named limited liability company has at least two members.
3. The total amount of cash contributed by the members is \$1,000.00.
4. The agreed value of property other than cash contributed by the members is \$0.00 in the form of N/A.
5. HCCA, Inc. shall make 51% of the total capital contribution and JCD Corporation of Alabama shall make 49% of the total capital contribution. All future contributions and distributions will be made in such a manner as to retain these percentages.

FURTHER AFFIANT SAYETH NOT.

JCD CORPORATION OF ALABAMA

By: Charles L. Brown

Charles L. Brown, Secretary

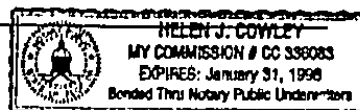
STATE OF FLORIDA }

COUNTY OF PINELLAS }

The foregoing instrument was acknowledged before me this 12 day of May, 1995 by Charles L. Brown who is personally known to me or who has produced a valid Florida driver's license as identification and who did/did not take an oath.

Helen J. Cowley 5/12/95
NOTARY PUBLIC

Printed: _____



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

Pursuant to Section 608.415, Florida Statutes, the following statement is submitted,
designating the registered agent and registered office in the state of Florida.

Innovative Patient Care Services, L.C. wishes to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Organization, in the city of Clearwater, state of Florida and has named Charles L. Brown, 13161 56th Court, Suite 203, Clearwater, Florida 34620 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provision 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.

5-12-95
Date

By: Charles L. Brown
Charles L. Brown

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 12 day of May, 1995 by Charles L. Brown who is personally known to me or who has produced a valid Florida driver's license as identification and who did/did not take an oath.

Helen J. Cowley
NOTARY PUBLIC

Name Printed:

