

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



ACCOUNT

REFERENCE : 629669 5315A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 337.50

ORDER DATE : June 30, 1995

ORDER TIME : 10:01 AM

ORDER NO. : 629669

CUSTOMER NO: 5315A

600001528156

CUSTOMER: Don Weinbren, Esq
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: MEDICAL MANAGEMENT
PROFESSIONALS - FLORIDA, L.C.

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX LIMITED LIABILITY COMPANY
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS:

T. BROWN JUL 11 1995

FILED
65 JUN 30 AM 9 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~195-1340-1~~

~~1134~~



FLORIDA DEPARTMENT OF STATE

July 3, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MEDICAL MANAGEMENT PROFESSIONALS - FLORIDA, L.C.
Ref. Number: W95000013401

We have received your document for MEDICAL MANAGEMENT PROFESSIONALS - FLORIDA, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 195A00032287

TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

TAMPA OFFICE
8700 BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
POST OFFICE BOX 1102
TAMPA, FLORIDA 33601-1102
TELEPHONE (813) 223-7474
TELEFAX (813) 229-8883

PLEASE REPLY TO
Tampa

ST. PETERSBURG OFFICE
2100 BARNETT TOWER
ONE PROGRESS PLAZA
POST OFFICE BOX 2245
ST. PETERSBURG, FLORIDA 33731-2245
TELEPHONE (813) 898-7474
TELEFAX (813) 821-0407

July 7, 1995

VIA FEDERAL EXPRESS

CSC Networks
1201 Hays Street
Tallahassee, FL 32301
Attn: Sebrena Randolph

Re: Medical Management Professionals - Florida, L.C.
-- Articles of Organization
Our File No. 95-0323

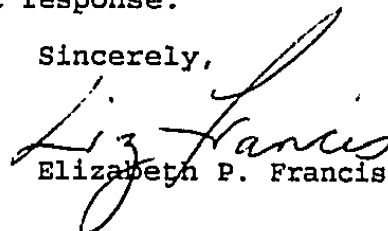
Dear Sebrena:

As we discussed earlier today, we are enclosing an Affidavit to be attached to the Articles of Organization of Medical Management Professionals - Florida, L.C. The Articles were previously Federal Expressed to your office on Friday, June 30, 1995, but were rejected for filing because the Affidavit was not attached. We are also enclosing a replacement page no. 1 of the Articles, specifying the commencement date of July 3, 1995 to remain within the statutory five day period. Please file the enclosure with the Florida Secretary of State with an effective date of June 30, 1995, have the copy certified and return the certified copy to Don Weinbren by regular mail at your earliest convenience. Please also call Mr. Weinbren to confirm the filing.

Please advance the filing and certified copy fees and bill our corporate account.

If you have any questions, please feel free to call. Thank you for your courteous and prompt response.

Sincerely,


Elizabeth P. Francis

EPF/lbp
Enclosures



FLORIDA DEPARTMENT OF STATE

July 7, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MEDICAL MANAGEMENT PROFESSIONALS - FLORIDA, L.C.
Ref. Number: W95000013401

We have received your document for MEDICAL MANAGEMENT PROFESSIONALS - FLORIDA, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 195A00032915

ARTICLES OF ORGANIZATION
OF
MEDICAL MANAGEMENT PROFESSIONALS - FLORIDA, L.C.

FILED
95 JUN 30 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned organizer hereby executes and acknowledges these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

MEDICAL MANAGEMENT PROFESSIONALS - FLORIDA, L.C.

ARTICLE II

Commencement Date and Duration

This Company shall commence on June 30, 1995 (the "Commencement Date"), and its existence shall be perpetual; provided, that such existence shall terminate upon the happening of any of the following events:

1. Unanimous written agreement of all of the members;
2. Death of a member who is a natural person, or resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any other event which terminates the continued membership of a member in this Company, unless the business of this Company is continued by the consent of all of the remaining members; or
3. When this Company has fewer than two (2) members.

ARTICLE III

Principal Office and Mailing Address

The address of the principal office of the Company shall be:

9204 King Palm Drive
Tampa, Florida 33619

and the mailing address of the Company shall be:

Post Office Box 16628
Tampa, Florida 33687-6628

ARTICLE IV

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Don B. Weinbren. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE V

Business and Purposes

The general nature of the business to be transacted by the Company, or the objects or purposes of the Company, shall be as follows:

1. to engage in the business of providing billing and collection, management and administrative services to medical practices and other entities involved in the provision of health care services;
2. to invest in real estate, mortgages, stocks, bonds or any other type of investments;
3. to own real and personal property necessary for the carrying out of its business purposes;
4. to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its rights, privileges or franchises, or for other lawful purposes; to issue promissory notes and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgages or otherwise; and
5. in general, to have and exercise all powers conferred by the laws of Florida upon limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE VI

Admission of Members

There shall be two (2) initial members of this Company. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Regulations and Operating Agreement.

ARTICLE VII

Continuation of Business

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VIII

Management of Business

The management of this Company shall be vested entirely in its managers. The initial members of this Company shall be:

<u>Name</u>	<u>Address</u>
Practice Management Partners, Inc.	9204 King Palm Drive Tampa, FL 33619
Medical Management Professionals, Inc.	One Park Place, Suite 202 6148 Lee Highway Chattanooga, TN 37421

ARTICLE IX

Regulations and Operating Agreement

1. The power to adopt the Regulations and Operating Agreement of this Company (the "Regulations"), to alter, amend or repeal the Regulations, or to adopt new Regulations, shall be vested in the members of this Company.

2. The Regulations of this Company shall be for the government of this Company and may contain any provisions or requirements for the management or conduct of the affairs and

business of this Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Organization

This Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a member, has executed these Articles for the uses and purposes therein stated.

PRACTICE MANAGEMENT PARTNERS, INC.

By: *Michael P. G...*
Its: *President* *DMC*

MEDICAL MANAGEMENT PROFESSIONALS - FLORIDA, L.C.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Michael P. Flynn, M.D., President of Practice Management Partners, Inc., on behalf of Practice Management Partners, Inc., a member of Medical Management Professionals - Florida, L.C., a Florida limited liability company (the "L.L.C."), who, upon being sworn, did certify as follows:

1. The L.L.C. has two (2) members, Practice Management Partners, Inc. and Medical Management Professionals, Inc.

2. The total amount of capital contributions of the members is \$10,000 cash. No property other than cash was contributed by the members.

3. The total amount of cash and property anticipated to be contributed by the members is \$10,000.00.

DATED this 7th day of July, 1995.

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.

PRACTICE MANAGEMENT PARTNERS, INC.

By: Michael P. Flynn
Michael P. Flynn
Its: President

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me by Michael P. Flynn, the President of Practice Management Partners, Inc., on behalf of Practice Management Partners, Inc.



LORI L. JONES
My Commission CC464126
Expires May. 18, 1999
Bonded by ANB
800-652-6078

NOTARY PUBLIC:
STATE OF FLORIDA AT LARGE

Lori L. Jones
Print: Lori L. Jones
State of Florida at Large (Seal)
My Commission Expires:

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

MEDICAL MANAGEMENT PROFESSIONALS - FLORIDA, L.C.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT


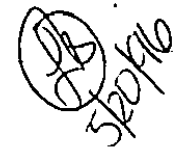
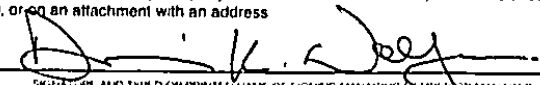
The undersigned, Don B. Weinbren, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 28th day of June, 1995.


DON B. WEINBREN

FILED
95 JUN 30 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company DOCUMENT #L95000000530 MEDICAL MANAGEMENT PROFESSIONALS - FLORIDA, L.C. P.O. BOX 16628 TAMPA FL 33687-6628		1a. Principal Place of Business Address 9204 KING PALM DRIVE TAMPA FL 33619	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.			
2. Principal Place of Business SAME		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip		Zip	
Country		Country	
3. Date Organized or Qualified 06/30/1995		3a. State of Formation FL	
4. FEI Number 59-3308614		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report N/A		5. Certificate of Status Desired <input type="checkbox"/> SR 15 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent WEINBREN, DON B 301 EAST KENNEDY BLVD. SUITE 2700 TAMPA FL 33602		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
9. Pursuant to the provisions of Sections 608.416 and 608.508, 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 _____ DATE _____ <small>(Registered Agent Accepting Appointment) (If 101 Registered Agent signature required when reinstating)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	PRACTICE MANAGEMENT PA	9204 KING PALM DRIVE	TAMPA FL
MGRM	MEDICAL MANAGEMENT PRO	6148 LEE HIGHWAY, SUITE 20	CHATTANOOGA TN
8000001838268 -05/21/96--01032--002 ***263.75 ***263.75 			
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 an address.			
SIGNATURE: 		5-16-96 423-874-6570	
SIGNATURE AND TYPED OR PRINTED NAME OF SECRETARY/MANAGER OR OTHER MANAGER		Date Daytime Phone #	

L9 5000000 530
THE AM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

TAMPA OFFICE
2700 BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
POST OFFICE BOX 1102
TAMPA, FLORIDA 33601-1102
TELEPHONE (813) 223-7474
TELEFAX (813) 220-6553

PLEASE REPLY TO
Tampa

ST. PETERSBURG OFFICE
2100 BARNETT TOWER
ONE PROGRESS PLAZA
POST OFFICE BOX 2248
ST. PETERSBURG, FLORIDA 33731-2248
TELEPHONE (813) 898-7474
TELEFAX (813) 821-0407

December 3, 1996

Florida Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

Re: Medical Management Professionals-Florida, L.C.
— Articles of Dissolution

Dear Sir or Madam:

I am enclosing Articles of Dissolution for the above-referenced entity, along with a check in the amount of \$52.50 to cover the filing fee. Please file the Articles and forward notification of same to the undersigned.

Sincerely,


Don B. Weinbren

DBW/lab
Enclosures

800002020568--0
-12/05/96--01021--005
*****52.50 *****52.50

FILED
95 DEC -5 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UP
KED
12/12

**ARTICLES OF DISSOLUTION
OF
MEDICAL MANAGEMENT PROFESSIONALS-FLORIDA, L.C.**

Medical Management Professionals-Florida, L.C., a limited liability company organized and existing under the laws of the State of Florida (the "Company"), in order to dissolve in accordance with the requirements of Chapter 608, Florida Statutes, does hereby certify as follows:

1. The name of the Company is MEDICAL MANAGEMENT PROFESSIONALS-FLORIDA, L.C.

2. The effective date of the Company's dissolution shall be the close of business on October 31, 1996 (the "Effective Date").

3. The dissolution of the Company occurred on the Effective Date by the transfer of all right, title and interest in the Company held by Medical Management Professionals, Inc. to Practice Management Partners, Inc. Prior to such transfer, the Company had two (2) members. As a result of the transfer on the Effective Date, the Company had fewer than two members, which occurrence resulted in dissolution pursuant to Section 608.441(1)(d), Florida Statutes.

4. All debts, obligations, and liabilities of the Company have been paid, discharged or otherwise provided for, and there remain outstanding no debts, obligations and/or liabilities of the Company.

5. All remaining property and assets of the Company have been distributed to the remaining member in accordance with its rights and interests.

6. There are no suits pending against the Company in any court.

IN WITNESS WHEREOF, the undersigned, as authorized representatives of each member, have executed these Articles of Dissolution for the uses and purposes therein stated.

PRACTICE MANAGEMENT PARTNERS, INC.

By: Michael P. Vignone
Its: PRESIDENT

MEDICAL MANAGEMENT PROFESSIONALS, INC.

By: David J. [Signature]
Its: MANAGER