

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-9171

800-342-8086



L9500000648

ACCOUNT NO. : 072100000052

REFERENCE : 666739 85036A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 337.50

ORDER DATE : August 22, 1995

ORDER TIME : 11:19 AM

ORDER NO. : 666739

000001566123

CUSTOMER NO: 85036A

CUSTOMER: Ms. Victoria J. Alvarez
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: ALLERGY AFFILIATES, P.L.

ARTICLES OF INCORPORATION
XXX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

RECEIVED

95 AUG 22 PM 12:04

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG 22 AM 8:12

T. BROWN AUG 23 1995

ARTICLES OF ORGANIZATION
OF
ALLERGY AFFILIATES, P.L.

FILED
95 AUG 22 AM 8 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Professional Limited Liability Company under Chapters 608 and 621, Florida Statutes, 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 (the "Company") shall be ALLERGY AFFILIATES, P.L.

ARTICLE II.
DURATION; EFFECTIVE DATE

This Company shall exist for a period commencing as of the date on which these Articles of Organization are filed with the Department of State of the State of Florida and continuing in perpetuity.

ARTICLE III.
ADDRESS; PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 34622-5547.

ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is Jacobs, Forlizzo & Neal, P.A., 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 34622-5547, and the name of its initial registered agent at such address is Richard O. Jacobs, Esquire.

ARTICLE V.
PURPOSE

This 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.

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 organize, operate and manage independent physicians' organizations and to network with, serve, manage and contract with managed care plans.

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

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

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; WITHDRAWAL OF 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. The Company shall have the right to admit new members by unanimous consent of all existing members on such terms and conditions as such members approve at the time of any such admission. An assignee of a member interest shall not be admitted as a member without the unanimous consent of all members. Contributions required of new members shall be determined as of the time of admission to the Company in accordance with the Regulations from time to time adopted by the members.

In addition to, and not by way of limitation of, any other restriction related to the transfer of a member's interest in this Company, a member's interest in the Company may not be sold or otherwise transferred, except to a person licensed or otherwise authorized to practice medicine in the State of Florida. The members may further limit or make provision for the transfer of a member's interest in the Company in the Regulations.

A member of the Company may withdraw upon the occurrence of such events, and pursuant to such terms and conditions, as may be described in the Regulations.

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 Company, the Company shall be dissolved and liquidated as provided in the Regulations unless the remaining members, by unanimous consent within seventy-five (75) days after the occurrence of the terminating event, vote to continue the business of the Company.

ARTICLE VIII.
MANAGEMENT

Management of the Company is reserved to its members and the names and addresses of the initial members are as follows:

Rory Doyle, M.D.	4805-49th Street North St. Petersburg, FL 33709
Mandel Sher, M.D.	9555 Seminole Boulevard, #202 Seminole, FL 34642
Stephen Kornfeld, M.D.	34041 U.S. Highway 19 North Palm Harbor, FL 34684

ARTICLE IX.
REGULATIONS

The members of this 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 this Company that are not inconsistent with applicable law or these Articles of Organization. The members shall also have the right to enter into an Operating Agreement, which shall be incorporated into and become a part of the Regulations of this Company.

ARTICLE X.
PROFITS AND LOSSES; DISTRIBUTIONS

The Company shall allocate its profits and losses, and shall make all distributions, in accordance with the Regulations.

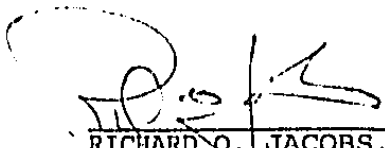
ARTICLE XI.
CLASSIFICATION FOR FEDERAL TAX PURPOSES

It is the intent of the members that the Company be classified taxed as a partnership for federal tax purposes.

**ARTICLE XII.
AMENDMENT**

These Articles of Organization may be amended by a vote of members representing eighty percent (80%) of the ownership interests in the Company. The undersigned, being one of the initial members of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of ALLERGY AFFILIATES, P.L.

Executed by the undersigned on the 21 day of August, 1995.



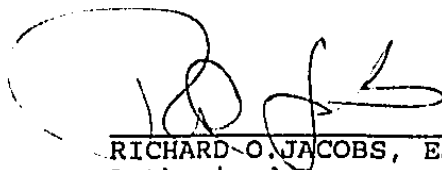
RICHARD Q. JACOBS, ESQUIRE, as
Authorized Representative of a member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PINELLAS

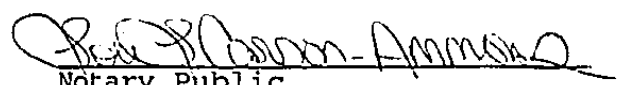
The undersigned authorized representative of a member deposes
and says:

1. ALLERGY AFFILIATES, P.L. has at least two (2) members.
2. the total amount of cash contributed by the member(s) is
\$5,000.00.
3. if any, the agreed value of property other than cash
contributed by a member(s) is \$0.00. A description of the property
is attached hereto and made a part hereof.
4. the total amount of cash and property anticipated to be
contributed by members is \$5,000.00. This total includes the
amounts from paragraphs 2 and 3 above.



RICHARD O. JACOBS, ESQUIRE, as
Authorized Representative of a
member.

SUBSCRIBED AND SWORN TO
before me this 21 day
of August, 1995.



Notary Public

My Commission Expires:



LORI L. CARSON-AMMONS
COMMISSION # CC342856
EXPIRES FEB 27, 1998
Atlantic Bonding Co., Inc.
800-732-2245

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

FILED
95 AUG 22 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Section 608.418, Florida Statutes, ALLERGY AFFILIATES, P.L., a professional limited liability company organized under the laws of the State of Florida, submits the following statement designating its Registered Agent and Registered Office in the State of Florida.

1. The name of the Professional Limited Liability Company is ALLERGY AFFILIATES, P.L.

2. The name and address of the Registered Agent and Registered Office are:

Richard O. Jacobs, Esquire
Jacobs, Forlizzo & Neal, P.A.
13577 Feather Sound Drive, Suite 300
Clearwater, Florida 34622-5547

Having been named as Registered Agent and to accept service of process for ALLERGY AFFILIATES, P.L. in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.


Richard O. Jacobs, Esquire

Date: August 21, 1995

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

APPROVED
AND
FILED

06 MAY 1996 3:03

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Candra B. Matham Secretary of State DIVISION OF CORPORATIONS
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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 #L95000000648 ALLERGY AFFILIATES, P.L. 13577 FEATHER SOUND DRIVE SUITE 300 CLEARWATER FL 34622-5547

1a. Principal Place of Business Address 13577 FEATHER SOUND DRIVE SUITE 300 CLEARWATER FL 34622
--

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

2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country	3. Date Organized or Qualified 08/22/1995	3a. State of Formation FL	4. FET Number 59-1558833 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required
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7. Name and Address of Current Registered Agent JACOBS, RICHARD O ESQ. JACOBS, FORLIZZO & NEAL, P.A. 13577 FEATHER SOUND DRIVE, SUITE 300 CLEARWATER FL 34622	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
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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 _____
(Registered Agent Accepting Appointment) (2036 Registered Agent signature required when re-registering)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	DOYLE, RORY M.D.	4805-49TH STREET NORTH	ST. PETERSBURG FL
MGRM	SHER, MANDEL M.D.	9555 SEMINOLE BLVD., #202	SEMINOLE FL
MGRM	KORNFELD, STEPHEN M.D.	34041 U.S. HIGHWAY 19 NORT	PALM HARBOR FL

600001827738
-05/17/96--01117--019
****238.75 ****238.75


5/13/96

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:  RORY DOYLE, M.D. 4/27/96 813 521-1877
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGER/SENDER FOR MANAGER/D
Date Daytime Phone #

L95000000648

JACOBS, FORLIZZO & NEAL, P.A.

— ATTORNEYS AT LAW —
FEATHER SOUND CORPORATE CENTER II
13577 FEATHER SOUND DRIVE, SUITE 300
CLEARWATER, FLORIDA 34622-5547

VICTORIA J. ALVAREZ

TELEPHONE (813) 571-1727
FAX (813) 572-9454

May 13, 1996

VIA UPS OVERNIGHT DELIVERY
TRACKING #0921 2077 289

000001022170
-05/15/96--01057--012
***105.00 ***105.00

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Amendments

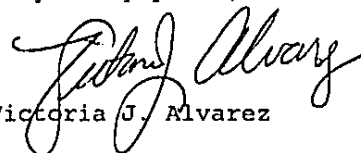
Re: Amended and Restated Articles of Organization
of Allergy Affiliates, P.L.

Dear Madam or Sir:

Enclosed is an original and a signed copy of the Amended and Restated Articles of Organization of Allergy Affiliates, P.L. for filing. Upon filing, please certify the signed copy and return it to me in the stamped, self-addressed envelope enclosed for your convenience. Also enclosed is our firm's check in the amount of \$105.00, representing the required filing and certified copy fees.

If you have any questions or need additional information, please do not hesitate to contact me at your earliest opportunity. Your prompt attention to this matter is greatly appreciated.

Very truly yours,


Victoria J. Alvarez

VJA:pjd
Enclosures
cc: Shari Craig, Office Administrator (w/enc.)
(via U.S. Mail/First Class)
Richard O. Jacobs, Esquire (w/o enc.)

L95000000648
OK Patsy gave per. to
make any changes in order
to be done 5-21-96

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL
MAY 16 1996
APPROVED
AND
FILED

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ALLERGY AFFILIATES, P.L.

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Professional Limited Liability Company under Chapters 608 and 621, Florida Statutes, 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 (the "Company") shall be ALLERGY AFFILIATES, P.L., originally filed Aug. 8, 1995.

ARTICLE II.
DURATION; EFFECTIVE DATE

This Company shall exist for a period commencing as of the date on which these Articles of Organization are filed with the Department of State of the State of Florida and continuing in perpetuity.

ARTICLE III.
ADDRESS; PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 34622-5547.

ARTICLE IV.
REGISTERED OFFICE AND REGISTERED AGENT

The address of the . registered office of the Company is Jacobs, Forlizzo & Neal, P.A., 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 34622-5547, and the name of its initial registered agent at such address is Richard O. Jacobs, Esquire.

ARTICLE V.
PURPOSE

This 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.

B. To render professional services in connection with the practice of medicine by and through its members, officers,

RECEIVED
JULY 14 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

C. To organize, operate and manage independent physicians' organizations and to network with, serve, manage and contract with managed care plans.

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

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

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; WITHDRAWAL OF 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. The Company shall have the right to admit new members by unanimous consent of all existing members on such terms and conditions as such members approve at the time of any such admission. An assignee of a member interest shall not be admitted as a member without the unanimous consent of all members. Contributions required of new members shall be determined as of the time of admission to the Company in accordance with the Regulations from time to time adopted by the members.

In addition to, and not by way of limitation of, any other restriction related to the transfer of a member's interest in this Company, a member's interest in the Company may not be sold or otherwise transferred, except to a person licensed or otherwise authorized to practice medicine in the State of Florida. The members may further limit or make provision for the transfer of a member's interest in the Company in the Regulations.

A member of the Company may withdraw upon the occurrence of such events, and pursuant to such terms and conditions, as may be described in the Regulations.

**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 Company, the Company shall be dissolved and liquidated as provided in the Regulations unless the remaining members, by unanimous consent within seventy-five (75) days after the occurrence of the terminating event, vote to continue the business of the Company.

**ARTICLE VIII.
MANAGEMENT**

Management of the Company is reserved to its members and the names and addresses of the members are as follows:

Rory Doyle, M.D.	4805-49th Street North St. Petersburg, FL 33709
John P. Cella, M.D.	4805-49th Street North St. Petersburg, FL 33709
J. Wayne Phillips, M.D.	708 Druid Road East Clearwater, FL 34616
Stephen Klemawesch, M.D.	6294 1st Avenue North St. Petersburg, FL 33710

**ARTICLE IX.
REGULATIONS**

The members of this 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 this Company that are not inconsistent with applicable law or these Articles of Organization. The members shall also have the right to enter into an Operating Agreement, which shall be incorporated into and become a part of the Regulations of this Company.

**ARTICLE X.
PROFITS AND LOSSES; DISTRIBUTIONS**

The Company shall allocate its profits and losses, and shall make all distributions, in accordance with the Regulations.

**ARTICLE XI.
CLASSIFICATION FOR FEDERAL TAX PURPOSES**


It is the intent of the members that the Company be classified taxed as a partnership for federal tax purposes.

ARTICLE XII.
AMENDMENT

These Articles of Organization may be amended by a vote of members representing eighty percent (80%) of the ownership interests in the Company. The undersigned, being one of the initial members of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of ALLERGY AFFILIATES, P.L.

Executed by the undersigned on the 6th day of May, 1996.

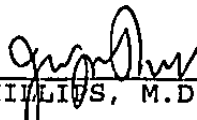
The amended and restated articles of organization were duly executed and are being filed in accordance with 608. 411.



RORY DOYLE, M.D.



JOHN P. CELLA, M.D.



J. WAYNE PHILLIPS, M.D.



STEPHEN KLEMAWESCH, M.D.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, ALLERGY AFFILIATES, P.L., a professional limited liability company organized under the laws of the State of Florida, submits the following statement designating its Registered Agent and Registered Office in the State of Florida.

1. The name of the Professional Limited Liability Company is ALLERGY AFFILIATES, P.L.

2. The name and address of the Registered Agent and Registered Office are:

Richard O. Jacobs, Esquire
Jacobs, Forlizzo & Neal, P.A.
13577 Feather Sound Drive, Suite 300
Clearwater, Florida 34622-5547

Having been named as Registered Agent and to accept service of process for ALLERGY AFFILIATES, P.L. in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.



Richard O. Jacobs, Esquire

Date: May 1, 1996

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PINELLAS


The undersigned authorized representative of a member deposes and says:

1. ALLERGY AFFILIATES, P.L. has at least two (2) members.
2. the total amount of cash contributed by the member(s) is \$1,000.00.
3. if any, the agreed value of property other than cash contributed by a member(s) is \$0.00. A description of the property is attached hereto and made a part hereof.
4. the total amount of cash and property anticipated to be contributed by members is \$1,000.00. This total includes the amounts from paragraphs 2 and 3 above.

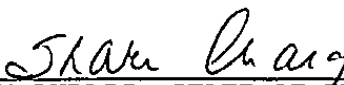

RORY DOYLE, M.D.


JOHN P. CELLA, M.D.

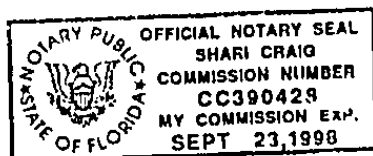

J. WAYNE PHILLIPS, M.D.


STEPHEN KLEMAWESCH, M.D.

SUBSCRIBED AND SWORN TO
before me this 16th day
of May, 1996.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE SHARI CRAIG

My Commission Expires:



L 95000000648

JACOBS, FORLIZZO & NEAL, P.A.

— ATTORNEYS AT LAW —

FEATHER SOUND CORPORATE CENTER II
13577 FEATHER SOUND DRIVE, SUITE 300
CLEARWATER, FLORIDA 34622-5547

VICTORIA J. ALVAREZ

TELEPHONE (813) 571-1727
FAX (813) 572-9454

May 22, 1996

VIA U.S. MAIL/FIRST CLASS

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
Attn: Reinstatements

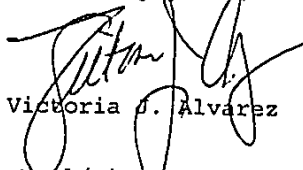
Re: Allergy Affiliates, P.L.
Document #L95000000648

Dear Madam or Sir:

On May 9, 1996 we forwarded a corrected Limited Liability Company Annual Report regarding the above-referenced matter. Unfortunately, the FEI Number 59-1558833 is incorrect; the correct FEI Number is 59-3332859.

We apologize for any inconvenience this error may have caused. If you have any questions, please do not hesitate to contact me at your earliest opportunity. Your prompt attention to this matter is greatly appreciated.

Very truly yours,



Victoria J. Alvarez

VJA:pjd

cc: Ms. Shari Craig (via U.S. Mail/First Class)

5/29/96