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PARKER, HUDSON, RAINER & DOBBS

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(404) 522-8409

THE PERKINS HOUSE
SUITE 200
118 NORTH GADSDEN STREET
TALLAHASSEE, FLORIDA 32301

TELEPHONE
(904) 681-0191

January 25, 1996

VIA HAND DELIVERY

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

30000169813
-01/29/96--01004--011
****293.75 ****293.75

Re: Expedited Filing of Articles of Organization of Family Health Services, L.C.

Dear Sir or Madam:

To effect the expedited organization of Family Health Services, L.C., we deliver to you herewith the following documents:

- (1) Name Reservation letter reserving the name "Family Health Services, L.C.";
- (2) An original and one copy of the Articles of Organization of Family Health Services, L.C.;
- (3) Certificate of Designation of Registered Agent/Registered Office;
- (4) Affidavit of Membership and Contributions; and
- (5) A check in the amount of \$293.75 payable to the Florida Secretary of State in payment of the filing fees.

We respectfully request that you file the enclosed Articles of Organization, issue a Certificate of Organization along with a stamped, filed copy of the Articles of Organization, and take such other actions as are required by law to effect the organization of Family Health Services, L.C.

Please notify the undersigned at the above phone number if you have any questions regarding these documents.

Sincerely,

Jennifer M. Crane

JMC/csr
enclosures
cc: Mr. Dyer Michell
David G. Cleveland, Esq.
jmc615.ltr

RECEIVED
96 JAN 25 AM 10:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
96 JAN 25 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JAN 25 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 13, 1995

PARKER, HUDSON, RAINER & DOBBS
118 NORTH GADSDEN STREET
TALLAHASSEE, FL 32301

The name FAMILY HEALTH SERVICES, L.C. has been reserved for 120 days beginning November 13, 1995. The reservation number is R95000005125 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

Ruth Leonard

Letter number: 795A00050201

**ARTICLES OF ORGANIZATION OF
FAMILY HEALTH SERVICES, L.C.**

FILED
96 JAN 25 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.

The name of this Limited Liability Company is "Family Health Services, L.C.". It is referred to in these Articles of Organization as the "Company".

2.

The latest date upon which the Company is to dissolve is January 31, 2026.

3.

The purpose of the Company is to operate a Medicaid primary care clinic, contract with Medicaid health maintenance organizations, and to conduct any business and engage in any other activities not specifically prohibited to limited liability companies under the laws of the State of Florida, and the Company shall have all powers necessary to conduct such businesses and engage in such activities, including, but not limited to, the powers enumerated in the Florida Limited Liability Company Act, or any amendment thereto.

4.

The initial registered office of the Company shall be at 131 S.W. 15th Street, Ocala, Florida 34471. The initial registered agent at such address shall be Dyer Michell. The mailing address of the initial principal office of the Company is 131 S.W. 15th Street, Ocala, Florida 34471.

5.

The Company shall dissolve upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the

business of the Company is continued by the consent of a majority of the remaining Members.

G.

The management of the Company is reserved to the Members, and the names and addresses of such Members are as follows:

Munroe Regional Health System, Inc.
131 Southwest 15th Street
Ocala, Florida 32678

Stephen E. Fischer, M.D.

11531 SE US Hwy 301
BELLEVIEW, FL 34420-4429

Joseph Hildner, M.D.

11531 SE US Hwy 301
Belleview, FL 34420-4429

Glen Morgan, M.D.

2760 SE 17th ST SUITE 300
OCALA, FL 34471

IN WITNESS WHEREOF, the undersigned Member of the Company has executed these Articles of Organization as of the 23 day of January, 1996.

MUNROE REGIONAL HEALTH SYSTEM, INC.

By: 

Title: VICEDENT/CEO

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Family Health
Services, 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 member(s) is \$ 8,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 8,000. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 602.40(7), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 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: Family
Health Services, L.C.

2. The name and address of the registered agent and office is:

Dyer Mitchell
(Name)
131 S.W. 15th Street
(P.O. Box not acceptable)
Ocala, Florida 34471
(City/State/Zip)

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96 JAN 25 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

Jan 23, 1996
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent