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TALLAHASSEE, FL 32301  
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800-342-8086



RECEIVED  
96 JAN 25 PM 11:14  
DIVISION OF CORPORATIONS  
RECEIVED NO. 07-1000-0031

REFERENCE : 819406 4303929  
AUTHORIZATION : Patricia Pzyats  
COST LIMIT : \$ 337.50

ORDER DATE : January 25, 1996

ORDER TIME : 11:33 AM

ORDER NO. : 819406

CUSTOMER NO: 4303929

400001698224

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAUERIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3230

DOMESTIC FILING:

NAME: PEDIATRIC ACUTE CARE, L.C.

       ARTICLES OF INCORPORATION  
XX LIMITED LIABILITY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MARIA NEWPORT

EXAMINER'S INITIALS: \_\_\_\_\_

T. BROWN JAN 26 1996

FILED  
96 JAN 25 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
PEDIATRIC ACUTE CARE, L.C.

FILED  
96 JAN 25 AM 10:05  
SECRETARY OF STATE  
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 (Florida Statutes Chapter 608).

1. Name. The name of the this limited liability company is Pediatric Acute Care, L.C. ("Company").
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the earlier of December 31, 2045 or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless Members owning a majority of the percentage interests in the Company consent to continue the Company; provided, however, that the Company shall not dissolve upon the occurrence of any of the events described in Florida Statutes Section 608.441(1)(c) with respect to a member that is not a member of the Management Committee.
3. Mailing Address and Street Address. The Company's mailing and street address is: 3100 S.W. 62nd Avenue, Miami, Florida 33155.
4. Registered Agent and Office. The name of the initial registered agent of the Company is Jeffrey Sussman, M.D. The street address of the initial registered agent of the Company is 3100 S.W. 62nd Avenue, Miami, Florida 33155.
5. Additional Members. Additional members to the Company may be admitted by the Management Committee of the Company.
6. Termination of Membership. In the event of the death, retirement, resignation, expulsion, or bankruptcy, or other event that terminates the continued membership of any member of the Management Committee of the Company, the remaining Members may, by a vote of members owning a majority of the percentage interests in the Company, continue the business of the Company. The Company will continue the business in the event of the death, retirement, resignation, expulsion, or bankruptcy, or in the event of the dissolution, of a member or the occurrence of any other event that terminates the continued membership of any member that is not a member of the Management Committee of the Company.
7. Management of the Company. The management of the limited liability company is reserved to a management committee. The following persons will initially be the management committee members:

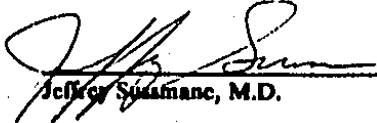
Name and Address

Jeffrey Sussman, M.D.  
Pediatric Acute Care, L.C.  
3100 S.W. 62nd Avenue  
Miami, Florida 33155

Francisco Medina, M.D.  
Pediatric Acute Care, L.C.  
3100 S.W. 62nd Avenue  
Miami, Florida 33155

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company, by a vote of members owning two-thirds of the percentage interests in the Company.
9. Right to Become Member. An assignee of an interest in the Company may become a member only with the consent of a majority of the percentage interests in the Company.
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 January 23, 1996.

  
Jeffrey S. Samanc, M.D.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Pediatric Acute Care, 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 \$100; and
- 3) the total amount of cash or property anticipated to be contributed by members is \$100.

  
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).

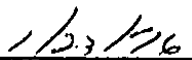
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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:  
Pediatric Acute Care, L.C.
2. The name and address of the registered agent and office is:  
Jeffrey Sussman, M.D.  
Pediatric Acute Care, L.C.  
3100 S.W. 62nd Avenue  
Miami, Florida 33155

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)

  
\_\_\_\_\_  
(Date)

FILED  
96 JAN 25 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

L96000000118



ACCOUNT NO. : 072100000032

REFERENCE : 085659 4303929

AUTHORIZATION : Patricia Pzyts

COST LIMIT : ~~\$ 07.50~~

ORDER DATE : September 13, 1996

\$105.00

ORDER TIME : 2:58 PM

600001947496

ORDER NO. : 085659

CUSTOMER NO: 4303929

CUSTOMER: Ms. Joanna E. Iglesias  
Greenberg Traurig Hoffman  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: PEDIATRIC ACUTE CARE, L.C.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

9/25  
Kathy Drake  
Name Change  
C.C.

FILED  
96 SEP 13 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
96 SEP 13 PM 4:22  
DIVISION OF CORPORATION

RECEIVED  
96 SEP 24 PM 3:29  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
96 SEP 23 AM 9:53  
DIVISION OF CORPORATION

September 17, 1996

CSC NETWORKS  
KATHY  
TALLAHASSEE, FL

SUBJECT: PEDIATRIC ACUTE CARE, L.C.  
Ref. Number: L9600000118

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for PEDIATRIC ACUTE CARE, L.C. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The fee to file this document is \$52.50. For each certified copy requested, please add an additional \$52.50.

 The document must state the date of filing of the original Articles of Organization.

The document must include original signatures.

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) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 296A00042968

FILED

96 SEP 13 PM 4: 27

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
PEDIATRIC ACUTE CARE, L.C.

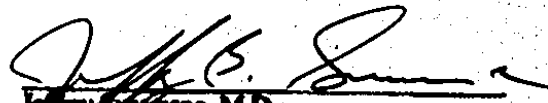
Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned, being a managing member of PEDIATRIC ACUTE CARE, L.C., a Florida limited liability company (the "Company") does hereby execute and file with the Florida Department of State these Articles of Amendment to Articles of Organization.

1. The name of the limited liability company is PEDIATRIC ACUTE CARE, L.C.
2. The date of filing of the original Articles of Organization is January 25, 1996.
3. Item 1. of the Company's Articles of Organization shall be amended in its entirety to read as follows:

"1. Name. The name of this limited liability company is PREMIUM HEALTHCARE OF SOUTH FLORIDA, L.C. ("Company").

4. Except as hereby amended, the Articles of Organization of the Company shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Organization this 13<sup>th</sup> day of September 1996.

  
Jeffrey Greenberg, M.D.