

**29600000499**  
**SMITH, WILLIAMS & HUMPHRIES**

ATTORNEYS AT LAW

MARGARET E. DOWLING  
TOM L. DUNNHOUGH  
ROBERT L. HARDING  
J. GREGORY HUMPHRIES  
DANIEL W. KING  
CAROLE E. KIRKWOOD  
GREGORY E. MEYERWIND  
STANLEY T. PADGETT  
NEAL A. BIVIER  
DAVID L. B. SMITH  
GREGORY L. WILLIAMS

201 EAST PINE STREET  
SUITE 701  
ORLANDO, FLORIDA 32801

(407) 849-8151

FAX (407) 843-4076

TAMPA OFFICE

OLD HYDE PARK  
712 SOUTH OREGON AVENUE  
TAMPA, FLORIDA 33606  
(813) 283-8400  
FAX (813) 284-3459

VALUABLE SERVICE

REPLY TO ORLANDO

April 18, 1996

Secretary of State  
New Filings  
P.O. Box 6327  
Tallahassee, FL 32314

200001790342  
-04/23/96--01073--002  
\*\*\*\*\*337.50 \*\*\*\*\*337.50

Re: Central Florida Surgical Network, L.C.

Dear Clerk:

Enclosed please find for filing on behalf of our client an original Articles of Organization of Central Florida Surgical Network, L.C. Also enclosed is this law firm's trust account check in the amount of \$337.50 representing the filing fee in this matter. Please file the Articles of Organization in your ordinary manner and return the enclosed copy marked "certified" and reflect the filing information on same.

If you have any questions regarding the enclosed please do not hesitate to call me.

Sincerely,

Robert L. Harding

789,1127,671  
W96-8829

RLH/pc  
Enclosures

SECRETARY OF STATE  
DIVISION OF REGISTRATIONS  
95 MAY -6 PM 3:30

D. BROWN MAY - 6 1996

## SMITH, WILLIAMS & HUMPHRIES

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MARGARET E. DOWLE  
TOM L. BURROUGHS  
ROBERT L. HARDING  
J. GREGORY HUMPHRIES  
DANIEL W. KING  
CAROL E. KIRKWOOD  
GREGORY E. MERTZOWSKI  
STANLEY T. PADGETT  
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201 EAST PINE STREET  
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712 SOUTH ONE ON AVENUE  
TAMPA, FLORIDA 33606  
(813) 283-8400  
FAX (813) 284-3459

ALSO ADMITTED TO BAR

REPLY TO ORLANDO

May 1, 1996

Secretary of State  
New Filings  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Doris Brown

Re: Central Florida Surgical Network, L.C.

Dear Ms. Brown:

Enclosed please find for filing on behalf of our client an original Articles of Organization of Central Florida Surgical Network, L.C. and an original Affidavit. Also enclosed is a copy of your letter dated April 24, 1996. Please file the Articles of Organization in your ordinary manner and return the enclosed copy marked "certified" and reflect the filing information on same.

If you have any questions regarding the enclosed please do not hesitate to call me.

Sincerely,

  
Robert L. Harding

RLH/pc  
Enclosures



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Northam  
Secretary of State

April 24, 1996

ROBERT L. HARDING, ESQ.  
SMITH, WILLIAMS & HUMPHRIES  
201 E. PINE ST., SUITE 701  
ORLANDO, FL 32801

SUBJECT: CENTRAL FLORIDA SURGICAL NETWORK, L.C.  
Ref. Number: W96000008829

We have received your document for CENTRAL FLORIDA SURGICAL NETWORK, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 596A00019364

ARTICLES OF ORGANIZATION  
OF  
CENTRAL FLORIDA SURGICAL NETWORK, L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**  
**Name**

The name of limited liability company shall be:

CENTRAL FLORIDA SURGICAL NETWORK, L.C.

and its principal place of business shall be:

c/o Smith, Williams & Humphries  
201 E. Pine Street  
Suite 701  
Orlando, Florida 32801

County of Orange, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II**  
**Purpose and Powers**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To invest in, operate, own, and conduct an independent physicians association, consulting, and management business and to invest in other limited liability companies, partnerships, or corporations.
2. To engage in any activity or business authorized under the Florida Statutes.

RECEIVED  
SECTION OF CORPORATIONS  
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3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles and to hold, utilize and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign or any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service and to render any other service or assistance insofar as is lawful under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects, of the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as post purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorized or permitting or purporting to authorize or permit the limited liability to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

### **ARTICLE III** **Capital Contributions**

Capital contributions in the amount of \$800.00 shall be paid to the limited liability company by the members as follows:

<b><u>Name</u></b>	<b><u>Capital Contribution</u></b>	<b><u>Percentage Interest</u></b>
Frank Campisi	\$100.00 U.S. Funds	12.5%
Delos Clift	\$100.00 U.S. Funds	12.5%
Stephen Schrieber	\$100.00 U.S. Funds	12.5%
Lou Harold	\$100.00 U.S. Funds	12.5%
Hugo Hart	\$100.00 U.S. Funds	12.5%
S. Cary Huber	\$100.00 U.S. Funds	12.5%
Nayen Khousam	\$100.00 U.S. Funds	12.5%
Pyrrmed Consulting, Inc.	\$100.00 U.S. Funds	12.5%

Additional contributions will be made as required for investment purposes, as determined by consent of the members holding at least two-thirds (2/3) of the percentage interests. Members will make contributions in shares equal to their respective percentage interest.

### **ARTICLE IV** **Profit and Losses**

(a) **Sharing of Profits.** The member shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each Member shall be entitled to their distributive share of the profits according to their percent of interest in the Company.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or, if such sources are insufficient to cover such losses, by the Members in shares as set forth in the percentages alongside the name of each member according to their percent of interest in the Company.

**ARTICLE V**  
**Limited Liability Company Powers**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the Members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the Members of the limited liability company.

**ARTICLE VI**  
**Duration**

This limited liability company shall exist until December 31, 2025, which shall be not more than thirty (30) years from the date of the filing with the Department of State, or until dissolved in a manner provided by law, or as provided in the regulations or adopted by the Members.

**ARTICLE VII**  
**Principal Place of Business**

The principal office of this limited liability company shall be located at:

201 E. Pine Street  
Suite 701  
Orlando, Florida 32801

**ARTICLE VIII**  
**Management**

This limited liability company shall be managed by a manager. The name and address of the person who shall serve as such until the first annual meeting of the Members or until the successor is elected and qualified is:

Pyrmed Consulting, Inc.  
319 Song Bird Road  
DeBary, Florida 32713

**ARTICLE IX**  
**Registered Office and Registered Agent**

The street address of the company's initial registered office is 201 E. Pine Street, Suite 701, Orlando, Florida 32801, and the name of the company's registered agent is Robert L. Harding. The company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

The limited liability company's principal place of business and mailing address is 201 E. Pine Street, Suite 701, Orlando, Florida 32801.

**ARTICLE X**  
**Restriction of Membership**

Members shall have the right to admit new Members by consent based on the percentage of ownership. Contributions required of 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 be sold or otherwise transferred except that each existing Member shall have the first right to match offer and must do so within thirty (30) days as Member's interest may be sold without consent of other Members.

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 limited liability company, the remaining Members shall have the right to continue the business upon unanimous consent of such remaining Members.

**ARTICLE XI**  
**Amendment of Articles of Organization**

The limited liability company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned being the original Members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of CENTRAL FLORIDA SURGICAL NETWORK, L.C., for the uses and purposes therein stated.

  
Robert L. Harding, Organizer



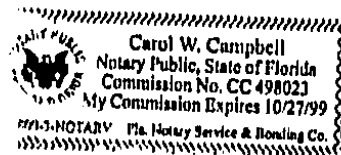
STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of April, 1996, by Robert L. Harding, who is personally known to me and who did take an oath.

SEAL

*Carol W. Campbell*

Notary Public - State of Florida  
Commission No.  
Expires:



# AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF ORANGE

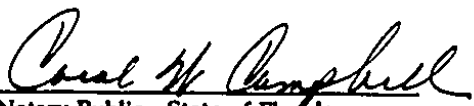
The undersigned, who appeared personally before me, being first duly sworn, deposes and says that:

1. He is properly authorized to execute this Affidavit on behalf of the Members of Central Florida Surgical Network, L.C. (the "Company") as their authorized representative;
2. The Company has eight Members; and
3. The Members of the Company shall make the following contributions:

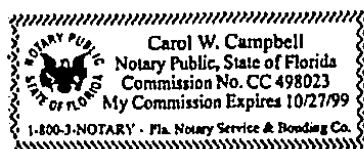
<u>Name of Member</u>	<u>Amount of Cash Contributed</u>	<u>Amount of Other Property Contributed</u>
Frank Campisi	\$100.00 U.S. Funds	None
Delos Clift	\$100.00 U.S. Funds	None
Stephen Schrieber	\$100.00 U.S. Funds	None
Lou Harold	\$100.00 U.S. Funds	None
Hugo Hart	\$100.00 U.S. Funds	None
S. Cary Huber	\$100.00 U.S. Funds	None
Nayen Khousam	\$100.00 U.S. Funds	None
Pyrrmed Consulting, Inc.	\$100.00 U.S. Funds	None

  
Robert L. Harding, Organizer

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 1st day of May 1996.

  
Carol W. Campbell  
Notary Public - State of Florida  
Commission No.

Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

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DIVISION OF  
95 MAR -6 PM 3:31

In compliance with Section 48.091, Florida Statutes, the following is submitted: **CENTRAL FLORIDA SURGICAL NETWORK, L.C.** (the "Limited Liability Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated **Robert L. Harding** as its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 E. Pine Street, Suite 701, Orlando, Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Limited Liability Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations as Registered Agent, as the same may apply to the Limited Liability Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Limited Liability Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 11 day of April, 1996.

  
Robert L. Harding