

L96000000586

ADAMS & SPEARS
PROFESSIONAL ASSOCIATION

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ORLANDO, FLORIDA 32803

MAILING ADDRESS:
POST OFFICE BOX 3627
ORLANDO, FLORIDA 32803

May 2, 1996

*BOARD CERTIFIED
CIVIL TRIAL LAWYER

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

400001812344
-05/08/96--01005--001
****337.50 ****337.50

Re: NURSE CONSULTANTS for INFORMED HEALTHCARE, L.C.

Dear Madam or Sir:

Enclosed are the Articles of Organization for the above-referenced limited liability company, together with this law firm's operating account check number 024896 payable to the Secretary of State of Florida in the amount of \$337.50, representing \$285.00 for the filing fee of the document, including the registered agent designation, and \$52.50 for a certified copy.

Thank you for your assistance.

Sincerely,

Lourdes G. Jones
Lourdes G. Jones
Secretary/Assistant to
Douglas C. Spears

FILED
95 MAY 23 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

c: Judy A. Spears

corporat/secstate.ltr

1124, 509
789, 615, 1127, 1167
W96-10193

B. REGISTER MAY 14 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 14, 1996

LOURDES G JONES
PO BOX 3627
ORLANDO, FL 32802

SUBJECT: NURSE CONSULTANTS FOR INFORMED HEALTHCARE
Ref. Number: W96000010193

We have received your document for NURSE CONSULTANTS FOR INFORMED HEALTHCARE and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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.

The name of a Limited Liability Company must end with the words "limited company", or their abbreviation "L.C." "L.L.C." is not an acceptable suffix in the state of Florida. Please note the periods as punctuation must be included in the suffix.

The corporate name must be identical throughout the document.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 596A00023828

ADAMS & SPEARS
PROFESSIONAL ASSOCIATION

RICHARD H. ADAMS, JR.
DEBORAH D. ANSINO

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ORLANDO, FLORIDA 32801

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ORLANDO, FLORIDA 32802

May 20, 1996

*BOARD CERTIFIED
CIVIL TRIAL LAWYER

Beth Register
Corporate Specialist Supervisor
Secretary of State
P. O. Box 6327
Tallahassee FL 32314

Ref: W96000010193
Subject: NURSE CONSULTANTS FOR INFORMED HEALTHCARE, L.C.

Dear Beth:

Enclosed are the Articles of Organization of the above referenced entity previously submitted to you. These articles have been corrected to reflect the necessary changes outlined in your letter dated May 14, 1996. A copy of said letter is also enclosed for your reference.

Thank you for your assistance.

Sincerely,



Lourdes Jones
Secretary/Assistant to
Douglas C. Spears

Encls.

c: Judy Spears (w/o encl.)

corporat\secstate.lt5

ARTICLES OF ORGANIZATION
OF

NURSE CONSULTANTS for INFORMED HEALTHCARE, L.C.

FILED
96 MAY 23 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Limited Liability Company shall be **NURSE CONSULTANTS for INFORMED HEALTHCARE, L.C.**

ARTICLE II
DURATION

This Limited Liability Company shall exist for thirty (30) years from the date these articles are filed with the Secretary of State of the State of Florida.

ARTICLE III
PURPOSE

This Limited Liability Company is created for the purposes of transacting all lawful business which may be engaged in by a limited liability company including, but not limited to, the business of offering consulting services to the medical and legal professions, conducting training programs, seminars and the like, publishing manuals, books, articles or other materials for sale and distribution, and such other business, products or services as may be agreed on by the members. This Limited Liability Company shall have the power to own, hold and dispose of real, personal and intangible property as it may acquire.

ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business shall be 36 Interlaken Road, Orlando, Florida and such other place or places as the members from time to time determine. The initial Registered Agent of the Limited Liability Company shall be Douglas C. Spears, Adams & Spears, P.A., 940 Highland Avenue, Orlando, Florida 32303.

ARTICLE V
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of Five Hundred Dollars (\$500.00) which shall be contributed by the members in the following amounts:

1) Judy A. Spears	\$125.00	25%
2) Suzanna Marie Bothel	\$125.00	25%
3) Gina Killgore	\$125.00	25%
4) Emma Wilson Smith	\$125.00	25%

V. (a) These contributions to capital may be made in cash in the form of payments for initial expenses of the company or in property of sufficient value as agreed upon by the members, but in any event shall be contributed before the end of the first fiscal year of operation of the company.

V. (b) Calls for additional contributions of capital may be made as agreed upon by the members to meet the operational requirements of the company. The company may borrow money from the members, or any of them, upon such terms and conditions as may be agreed upon by the members as to each such loan. The company may not make a capital call or borrow funds to pay members' compensation.

V. (c) The failure of any member to meet a capital call in full shall result in the reduction of the member's share in the company, and an increase in those members' shares who do meet the capital call in full, proportionate to the extent of each member's total capital contributions (not including loans or reimbursable expenses advanced) to date.

ARTICLE VI MANAGEMENT OF BUSINESS

Except as otherwise provided in these Articles of Organization and the Regulations of this Limited Liability Company which are incorporated herein by reference, all members shall have equal right in the conduct or management of the company. Decisions shall be made by vote of the members as set forth in the Regulations of this Limited Liability Company, each member having a vote proportionate to her interest in the company.

ARTICLE VII REGULATIONS

At the time they execute these Articles of Organization, the members of this Limited Liability Company shall adopt regulations concerning all provisions and rules for the management and conduct of this company consistent with these articles and the requirements of law.

ARTICLE VIII PROPERTY

Real or personal property brought into, transferred to or acquired by the company shall be held, owned and conveyed in the name of this Limited Liability Company.

ARTICLE IX MEETINGS OF MEMBERS

Annual meeting of the members shall be held within 30 days after the close of the

company's fiscal year at a time and place selected by the members. The members may establish regular periodic meetings that will occur at a set time and place without notice for the conduct of ordinary business as set forth in the Regulations. Special meetings may be called by a majority of the members with 10 days notice to all members at a time and place set forth in the notice. Notice of special meetings shall be given by actual notice in person or by telephone and confirmed in writing by certified mail, return receipt requested, hand delivery or facsimile. Attendance at a meeting constitutes waiver of any objection to the notice given unless the member protests the insufficiency of notice to her at the beginning of the meeting.

Minutes shall be kept of all regular and special meetings.

ARTICLE X TRANSFERABILITY OF MEMBERS' INTERESTS

A member's interest in this Limited Liability Company may only be transferred with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or participate in the management of the company, but shall only be entitled to share in the profits, other compensation or return of contributions to which the transferor would otherwise be entitled.

ARTICLE XI PROFITS AND LOSSES

Profits and losses generated by the business of this company shall be passed through to the members in their proportionate shares as they may be at the time.

ARTICLE XII ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time upon the unanimous written consent of the members.

ARTICLE XIII WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of the withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company shall remain in existence and continue in business pursuant to the applicable provisions of the Regulations.

ARTICLE XIV NOTICE TO MEMBERS

All notices to members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery, certified mail, return receipt requested, or facsimile.

ARTICLE XV

AMENDMENTS

These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State. All members agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 3rd day of January, 1996

Rosemary E. More



ROSEMARY E. MORE
My Commission CC482913
Expires May, 14, 1999
Bonded by HAI
800-422-1866

Ruby A. Spears
RUBY A. SPEARS

3rd day of January 1996

Rosemary E. More



ROSEMARY E. MORE
My Commission CC482913
Expires May, 14, 1999
Bonded by HAI
800-422-1866

Suzanne M. Bethel
SUZANNE MARIE BETHEL

4-9-96

Carolyn A. Baker



CAROLYN A. BAKER
My Comm Exp. 2/02/98
Bonded By Service-Tns
No. CC345991

|| Personally Known || Other L.H.

Gina Killgore
GINA KILLGORE

30th Day of January 1996

Hannelore C. Miller



HANNELORE C. MILLER
MY COMMISSION # CC 233143 EXPIRES
October 5, 1996
JOINED THRU TROY FARM INSURANCE, INC.

Emma Wilson Smith
EMMA WILSON SHITH

ACCEPTANCE OF REGISTERED AGENT

The undersigned is familiar with and accepts the designation as Registered Agent of NURSE CONSULTANTS for INFORMED HEALTHCARE, L.C.



DOUGLAS C. SPEARS

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of Judy A. Spears, a member of NURSE CONSULTANTS for INFORMED HEALTHCARE, L.C. deposes and says:

- 1) the above named limited liability company has four members, to wit:
 - a) Judy A. Spears
 - b) Suzanne Marie Bethel
 - c) Gina Killgore
 - d) Emma Wilson Smith
- 2) the total amount of cash contributed by the members is \$ 500.00
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0
- 4) the amount of cash or property (services to be performed) anticipated to be contributed by members is 1,000.00
- 5) the total amount of 2, 3 and 4 is \$1,500.00


Judy A. Spears, Member


Notary Public, State of Florida
Printed Name: Lourdes G. Jones
Commission No.: CC460900
Commission's Date of Expiration:
5/10/99



LOURDES G. JONES
My Commission CC460900
Expires May. 10, 1999
Bonded by ANB
800-852-5878

FILED
96 MAY 23 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA