

L96000001148

10/31/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000015330 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ANNE MARIE LA FERLA
PHONE: (954)527-6221

ACCT#: 076077000521

FAX #: (954)764-4996

NAME: PEDIATRIC SUBSPECIALTY GROUP, L.C.

AUDIT NUMBER.....H96000015330

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 6

DEL.METHOD.. FAX

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

96 OCT 31 PM 1:23

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FAX: 4714
10/31/96

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**ARTICLES OF ORGANIZATION OF
PEDIATRIC SUBSPECIALTY GROUP, L.C.**FILED
96 OCT 31 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is Pediatric Subspecialty Group, L.C.
2. **Duration.** The period of duration of the limited liability company is thirty (30) years from the date of filing hereof with the Florida Secretary of State, unless sooner dissolved as provided by statute or by the Pediatric Subspecialty Group, L.C. Regulations.
3. **Purpose.** This limited liability company is organized for the purpose of operating as an individual practice association to provide, or arrange for the provision, through contractual arrangements with physicians and groups of physicians, of pediatric subspecialty medical care, treatment and services to enrollees of managed care entities and other patients, whether on a capitated or fee-for-service basis, or otherwise through direct and indirect contractual arrangements with managed care entities and other third party payors responsible for the payment and/or provision of medical care, treatment and/or services, and engaging in any other lawful activities and transactions incident to the foregoing in which a limited liability company may engage under Florida law.
4. **Principal Place of Business.** The address of its principal place of business is 5325 Greenwood Avenue, Suite 202, West Palm Beach, Florida 33407.
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Zorik Spector, M.D., 5325 Greenwood Avenue, Suite 202, West Palm Beach, Florida 33407.
6. **Capitalization.** The capital contributions of the Members, having an agreed value totaling \$22,500, when contributed, shall be allocated as follows:

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Prepared by: David F. Parish, Esq., FL Bar #275786
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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Name	Contribution
Harry Bayron, M.D.	\$1,500.00
Lucy S. Cohen, M.D.	\$1,500.00
Renato Dubois, M.D.	\$1,500.00
Charles E. Flack, M.D.	\$1,500.00
Lee S. Friedman, M.D.	\$1,500.00
G. Gonzalez, M.D.	\$1,500.00
Melvyn P. Karp, M.D.	\$1,500.00
Alberto Marante, M.D.	\$1,500.00
Jose R. Mateo, M.D.	\$1,500.00
Luis Oliva, M.D.	\$1,500.00
José G. Poliak, M.D.	\$1,500.00
Jorge Sallent, M.D.	\$1,500.00
Zorik Spektor, M.D.	\$1,500.00
Ahmad Toufanian, M.D.	\$1,500.00
Anwar Vardag, M.D.	\$1,500.00

7. Additional Liability of Members. No additional capital contributions of the Members will be required.
8. Admission of Additional Members. Additional Members may only be admitted with the consent of the Members constituting not less than two-thirds (2/3) of all of the Members, as provided in the Company's regulations adopted by the Members (the "Regulations").
9. Continuity. The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, with the unanimous approval of all of the Members as provided in the Regulations.
10. Management. The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Managers who shall have exclusive authority to act for the limited liability company in all matters. The name and address of the initial Managers of the Company are:

Harry Bayron, M.D., 5325 Greenwood Avenue, West Palm Beach, FL 33407
 Lee Friedman, M.D., 2889 Tenth Avenue North, Lake Worth, FL 33461
 Zorik Spektor, M.D., 5325 Greenwood Avenue, West Palm Beach, FL 33407

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 Ruden McClosky, Et al., P. O. Box 1900
 Fort Lauderdale, Florida 33301
 (305) 764-6660

896000015338

DENT BYIRUDEN MCCLOSKY

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3894

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790000015330

DATED this 31st day of October, 1996.


Member and Manager


Member and Manager

790000015330

FTL:103440:1

Prepared by: David F. Parish, Esq., FL Bar #275786
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6460

#96000015338

**CERTIFICATE OF DESIGNATION AND
ACCERTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for Pediatric Subspecialty Group, L.C., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 31st day of October, 1996.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#96000015338

FTL10266813

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Fort Lauderdale, Florida 33301
(305) 764-6660

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of Pediatric Subspecialty Group, L.C. deposes and says:

1. The above-named limited liability company has at least two (2) Members;
2. The total amount of cash contributed by the Members is \$ 22,500.00;
and
3. The Members have not contributed any property other than cash.



Member and Manager

W96000015338

FTL:102640.1

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Fort Lauderdale, Florida 33301
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SENT BY: RUDEN MCCLOSKEY

11-13-96 10:33AM

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TALLAHASSEE, FLORIDA

11/12/96

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((H96000015940 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ANNE MARIE LA FERLA
PHONE: (954) 527-6221

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: PEDIATRIC SUBSPECIALTY GROUP, L.C.

AUDIT NUMBER.....H96000015940

DOC TYPE.....LIMITED LIABILITY AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

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Linda

SENT BY IRUDEN MCCLOSKEY

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IN 2



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

November 13, 1996

PEDIATRIC SUBSPECIALTY GROUP, L.C.
5125 GREENWOOD AVENUE
SUITE 202
WEST PALM BEACH, FL 33407

SUBJECT: PEDIATRIC SUBSPECIALTY GROUP, L.C.
REF: L96000001148

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Linda Stitt
Corporate Specialist

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Letter Number: 896000051694

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
PEDIATRIC SUBSPECIALTY GROUP, L.C.**

The following provision of the Articles of Organization of PEDIATRIC SUBSPECIALTY GROUP, L.C., a Florida limited liability company (the "Company"), filed with the Department of State on October 31, 1996, Charter Number L96000001148 is hereby amended as shown below:

Article I of the Company's Articles of Organization is amended to read in its entirety as follows:

1. Name. The name of the limited liability company is Pediatric S.G., L.C.

The foregoing amendment was adopted by a Joint Resolution of all the Members and all the Managers of this Company on November 11, 1996.

IN WITNESS WHEREOF, the undersigned, being the Member of this Company has executed this Certificate of Amendment as of November 11, 1996.

By: 

Zorik Spektor, M.D., member

#96000015940

Prepared by: Manuel R. Valcarlos, IV, Esq., FL Bar #0079911
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660