

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Emergency Physicians
of Northwest Florida
P.L.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <u>219</u>		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

300002835503-5
 -12/20/96-01098-004
 *****337.50 *****337.50

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

FILED
 96 DEC 17 AM 10:34
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY APP CK No. _____

WALK-IN 12/17
 WHI Pick Up 11:00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF ORGANIZATION
OF
EMERGENCY PHYSICIANS OF NORTHWEST FLORIDA,

FILED
95 DEC 17 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Professional Limited Liability Company under Florida Statutes Chapters 608 and 621, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit and the following Articles of Organization are hereby adopted.

ARTICLE I.

The name of the Professional Limited Liability Company shall be Emergency Physicians of Northwest Florida, P.L.

ARTICLE II.

This Professional Limited Liability Company shall have perpetual existence commencing on the date these Articles of Organization are filed with the State of Florida Department of State.

ARTICLE III.

The mailing address of the Professional Limited Liability Company and the street address of the principal office of the Professional Limited Liability Company is 5151 North 9th Avenue, Pensacola, Florida 32504.

ARTICLE IV.

The address of the initial registered office of the Professional Limited Liability Company is 5151 North 9th Avenue, Pensacola, Florida 32504 and the name of its initial registered agent at such address is S. Craig Broome.

ARTICLE V.

This Professional Limited Liability Company is organized for the following purposes:

A. To establish a single-specialty independent practice association for certain emergency physicians duly licensed under the laws of the State of Florida.

B. To engage in every aspect and phase of the practice of emergency medicine and the performance of services ancillary thereto that are customarily done by licensed physicians under the laws of the State of Florida and in accordance with Chapter 621, Florida Statutes.

C. To render professional services in connection with the practice of emergency medicine by and through its members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

D. To negotiate and enter into third party payor contracts as a single entity for and on behalf of its members.

E. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

F. To own real and personal property necessary for the rendering of professional services authorized under these Articles of Organization.

G. To engage in no other business.

H. To do all and everything necessary, proper, advisable, or convenient for the accomplishment of any of the above described purposes, or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Organization, or any amendment thereof, either alone or in association with others, including matters incidental or pertaining to, or connected with such purposes or the attainment of the objects or the furtherance of such purposes, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI.

Individual members must be licensed to practice medicine in the State of Florida. The shareholders of any member that is a professional service corporation and the members of any member that is a professional limited liability company must each be licensed to practice medicine in the State of Florida. Existing members shall have the right to admit new members by consent of members representing eight percent (8%) of the ownership interests in the Professional Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Professional Limited Liability Company in accordance with the Operating Agreement.

A member's interest in the Professional Limited Liability Company may not be sold or otherwise transferred except to a person licensed to practice medicine in the State of Florida, with written consent of members representing eighty percent (80%) of the ownership interests in the Professional Limited Liability Company and otherwise in accordance with the Operating Agreement of this Professional Limited Liability Company.

ARTICLE VII.

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 Professional Limited Liability Company, the remaining members shall have the right to continue business upon unanimous consent of such remaining members.

ARTICLE VIII.

Management of the Limited Liability Company will be by an

executive committee and the names and addresses of the initial executive committee are as follows:

<u>Name</u>	<u>Address</u>
S. Craig Broome, M.D.	11809 Chanticleer Drive Pensacola, FL 32507
Joseph O'Daniel, M.D.	21 North Sunset Boulevard Gulf Breeze, FL 32561
Gary Pablo, M.D.	104 Highpointe Drive Gulf Breeze, FL 32561
David Schweich, M.D.	8640 Rossmont Drive Pensacola, FL 32514

The names and addresses of the initial members are as follows:

<u>Name</u>	<u>Address</u>
S. Craig Broome, M.D.	11809 Chanticleer Drive Pensacola, FL 32507
Andrew Daigle, M.D.	2780 Semaran Circle Pensacola, FL 32503
Dan Holland, M.D.	Post Office Box 399 Gulf Breeze, FL 32562
John L. Hybart, M.D.	5016 Barranca Lora Pensacola, FL 32514
Richard McGrew, M.D.	290 S. Airport Road Milton, FL 32583
Joseph O'Daniel, M.D.	21 North Sunset Boulevard Gulf Breeze, FL 32561
Gary Pablo, M.D.	104 Highpointe Drive Gulf Breeze, FL 32561
David Schweich, M.D.	8640 Rossmont Drive Pensacola, FL 32514
Michael Weeks, M.D.	1403 Bayou Boulevard Pensacola, FL 32503

ARTICLE IX.

The members of the Professional Limited Liability Company shall have the power to adopt, alter, amend, or repeal the

Operating Agreement which may contain any provisions for the regulation and management of the affairs of the Professional Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

ARTICLE X.

These Articles of Organization may be amended by a vote of members representing eighty percent (80%) of the ownership interests in the Professional Limited Liability Company. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Organization.

ARTICLE XI.

Special meetings of the members may be called by the President and Secretary of the Professional Limited Liability Company jointly, or by the executive committee, or by the holders of not less than twenty percent (20%) of the ownership interests in the Professional Limited Liability Company.

ARTICLE XII.

At any meeting of the members, a majority of the ownership interests in the Professional Limited Liability Company, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the ownership interests represented at the meeting shall be the act of the members.

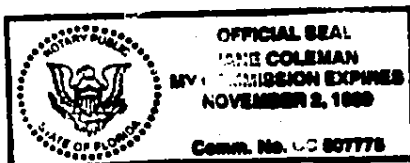
The undersigned, being one of the initial members of the Professional Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of Emergency Physicians of Northwest Florida, P.L.

In witness whereof, the undersigned has set his hand and seal this 6th day of December, 1996.

S. Craig Broome
S. Craig Broome, M.D.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was executed before me this 6th day of December, 1996, by S. Craig Broome, M.D., who is personally known to me or provided Florida's license as identification and who did not take an oath.



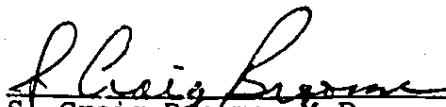
Jane Coleman
Notary Public
My Commission Number:
My Commission Expires:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Emergency Physicians of Northwest Florida, P.L. deposes and says under penalties of perjury as follows:

1. The above names professional limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$0.00.
3. The agreed value of property other than cash contributed or to be contributed by member(s) is \$0.00.
4. The amount of cash or property anticipated to be contributed by member(s) is \$9000.00.
5. The total amount of 2,3, and 4 is \$9000.00.

The undersigned have read the foregoing and the facts alleged are true and correct to the best of my knowledge and belief.

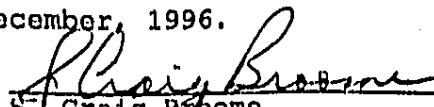

S. Craig Broome, M.D.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

FILED
96 DEC 17 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the above Limited Liability Company and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 6th day of December, 1996.


S. Craig Broome