

L97000000449



ACCOUNT NO. : 072100000032

REFERENCE : 279762 7106972

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 3, 1997

ORDER TIME : 4:18 PM

ORDER NO. : 279762-005

CUSTOMER NO: 7106972

CUSTOMER: John V. Quinlan, Esq
HAMRICK PERREY QUINLAN & SMITH

Suite 920
1401 Manatee Avenue West
Bradenton, FL 34205

FILED
97 MAR -4 AM 9:20
TALLAHASSEE, FLORIDA

000002155690-17
-04/25/97-01105-007
****285.00 ****285.00

DOMESTIC FILING

NAME: MANATEE COUNTY PHYSICIAN
ORGANIZATION, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

W97-4992
K.R. MAR - 4 1997

RECEIVED
96 MAR -4 AM 8:49
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: MANATEE COUNTY PHUSICIAN ORGANIZATION, L.L.C.
Ref. Number: W97000004992

RESUBMIT
Please give original
submission date as file date.

We have received your document for MANATEE COUNTY PHUSICIAN ORGANIZATION, L.L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

An affidavit is required pursuant to section 606.407(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 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.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 397A00010999

97 MAR 26 AM 8:23
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



ACCOUNT NO. : 072100000032

REFERENCE : 341622 7106972

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 23, 1997

ORDER TIME : 3:30 PM

ORDER NO. : 341622-005

CUSTOMER NO: 7106972

CUSTOMER: Ms. Robin G. Argeros
HAMRICK PERREY QUINLAN & SMITH

Suite 920
1401 Manatee Avenue West
Bradenton, FL 34205

DOMESTIC FILING

NAME: MANATEE COUNTY PHYSICIAN
ORGANIZATION, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: MANATEE COUNTY PHUSICIAN ORGANIZATION, L.L.C.
Ref. Number: W97000004992

RESUBMIT
Please give original
submission date as file date.

We have received your document for MANATEE COUNTY PHUSICIAN ORGANIZATION, L.L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 397A00010999

RECEIVED
97 APR 25 AM 8:50
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

MANATEE COUNTY PHYSICIAN
ORGANIZATION, L.L.C.

UNITED STATES OF AMERICA

STATE OF FLORIDA

COUNTY OF MANATEE

BE IT KNOWN, that on this 31st day of January, 1997;

BEFORE ME, a Notary Public, duly commissioned and qualified in and for the indicated State and County, and in the presence of the undersigned witnesses, personally came and appeared the undersigned, who, acting as organizer of a limited liability company under the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE I
NAME

The name of the limited liability company is Manatee County Physician Organization, L.L.C.

ARTICLE II
INITIAL PRINCIPAL ADDRESS

The address of the initial principal office of the limited liability company is 6100 Pointe West Blvd., Bradenton, Florida, 34209.

ARTICLE III
INITIAL REGISTERED AGENT

The name of the limited liability company's initial registered agent is Todd Batey. The address of the initial registered agent is 6100 Pointe West Blvd., Bradenton, Florida, 34209.

ARTICLE IV
DURATION

The period of duration of the limited liability company is thirty (30) years from the date of the initial filing with the Department of State.

FILED
97MAR-4 AM 9:22
SUNSHINE
ALLIANCE, FLORIDA

ARTICLE V
PURPOSE

The purpose for which the limited liability company is organized is the establishment of contractual agreements between its members and managed care entities, insurance companies, employers and/or other persons and the transaction of any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE VI
MANAGEMENT

The limited liability company is to be managed by a manager or managers. Each initial manager will hold office for a term of three years. Thereafter, the terms shall be staggered as determined by the managers. The names, municipal addresses and initial terms of the initial managers are as follows:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Robert E. Blackwood, M.D.	2010 59th Street West Suite 2600 Bradenton, Florida 34209	3 years
Stephen G. Pelham, M.D.	3909 East Bay Drive Suite 100 Holmes Beach, Florida 34217	3 years
David Grace, M.D.	2010 59th Street West Suite 5500 Bradenton, Florida 34209	3 years
Robert J. Subbiondo, M.D.	6100 Pointe West Blvd. Bradenton, Florida 34209	3 years
George R. McSwain, M.D.	5601 D 21st Avenue West Bradenton, Florida 34209	3 years
Marc S. Kallins, M.D.	4110 Manatee Avenue West Bradenton, Florida 34205	3 years

ARTICLE VII

INDEMNIFICATION

The limited liability company shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (a) is or was a manager or officer of the limited liability company or (b) while a manager or officer of the limited liability company, is or was serving at the request of the limited liability company as a director, manager, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, limited liability company, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a limited liability company may grant indemnification to a person serving in such capacity under the Florida Limited Liability Company Act, as the same exists or may hereafter be amended.

Such right shall be a contract right and shall include the right to be paid by the limited liability company for all expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Florida Limited Liability Company Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the limited liability company within 90 days after a written claim has been received by the limited liability company, the claimant may at any time thereafter bring suit against the limited liability company to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Florida Limited Liability Company Act, but the burden of proving such defense shall be on the limited liability company. Neither the failure of the limited liability company (including its managers or any committee thereof, special legal counsel, or members) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the limited liability company (including its managers or any committee thereof, special legal counsel, or members) that such indemnification or advancement is not permissible, shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

ARTICLE VIII **LIMITED LIABILITY**

A manager of the limited liability company shall not be liable to the limited liability company or its members for monetary damages for the breach of any duty provided in Section 608.422 of the Florida Limited Liability Company Act in the manager's management capacity, except that this Article VIII does not eliminate or limit the liability of a manager for the amount of a financial benefit received by a manager to which such manager is not entitled, or for an intentional violation of criminal law or an intentional infliction of harm on the limited liability company or the members, or for a violation of the Florida Limited Liability Company Act.

Neither the amendment nor repeal of this Article VIII, nor the adoption of any provision of these Articles of Organization inconsistent with these Articles, shall eliminate or reduce the effect of these Articles in respect of any matter occurring, or any cause of action, suit, or claim that, but for these Articles, would accrue or arise, prior to such amendment, repeal, or adoption of any inconsistent provision. If the Florida Limited Liability Company Act or any successor act thereto is amended to authorize action by a limited liability company further eliminating or limiting the personal liability of managers, then the liability of a manager of the limited liability company shall be eliminated or limited to the fullest extent permitted by the Florida Limited Liability Company Act or any successor act thereto, as so amended from time to time.

ARTICLE IX **DISSOLUTION**

Upon the death, retirement, expulsion, bankruptcy or dissolution of any member, or upon the occurrence of any other event that terminates the continued membership in the limited liability company of any member, if there shall be at least two members remaining, the limited liability company shall not be dissolved, and the business of the limited liability company shall be continued if within 90 days of such event members representing a majority of all member votes (excluding the votes represented by the member or members causing the dissolution) and members representing a majority of the capital account balances owned by all of the members (excluding the capital account balances owned by the member or members causing the dissolution) so agree.

THUS DONE AND PASSED, in my office in Bradenton, Florida the 31st day of January, 1997, in the presence of the two undersigned competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after reading of the whole.

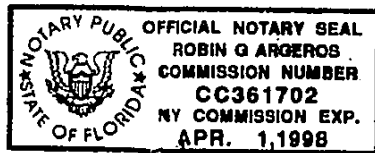
WITNESSES:

Robin G. Argeros

Susan H. Basin

T. Todd Batey
TODD BATEY, ORGANIZER

Robin G. Argeros
NOTARY PUBLIC

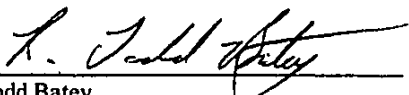


e:\corp\11931\54711\manatee\organiz.art

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
FOR MANATEE COUNTY PHYSICIAN ORGANIZATION L.L.C.**

The undersigned, Todd Batey, hereby accepts designation as the initial registered agent of Manatee County Physician Organization, L.L.C., as named in the Articles of Organization and am familiar with and accepts the duties as such registered agent.

Dated this 21 day of April, 1997.



Todd Batey

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

MANATEE COUNTY PHYSICIANS ORGANIZATION deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is

\$ 38,000.

3) if any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.

\$ - 0 -

4) the amount of cash or property anticipated to be contributed by member(s) is

\$ 360,000.

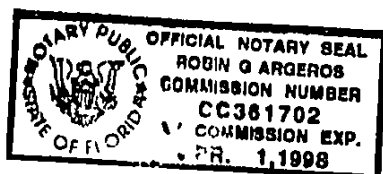
5) the total amount of 2, 3, and 4 is

\$ 398,000.

R. L. Batey
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.)

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this ____ day of
April, 1997 by R.L. Batey who is personally known to me and did take an oath.
oath.



Robin G. Argeros
NOTARY PUBLIC, State of Florida at Large

Typed name: Robin G. Argeros

My commission expires: _____
My commission no.: _____

FILED
TALLAHASSEE, FLORIDA

97 MAR-4 AM 9:20