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JANET L. SHIKLES, DIRECTOR
PUBLIC POLICY AND GOVERNMENT RELATIONS

October 3, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-10/06/97--01155--002
****337.50 ****337.50

Re: Children's Medical Group IPA, L.C.

To Whom It May Concern:

Enclosed herewith for filing are an original and one copy of the Articles of Organization, Affidavit, and Designation of Registered Agent for the above-referenced limited liability company. Also enclosed is a check in the amount of \$337.50 covering the filing fee for the above documents as well as the fee for obtaining a certified copy of same. We have enclosed a self-addressed federal express envelope for return of the certified copy to us.

97 OCT -6 PM 3:25
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you have any questions with respect to these matters, please feel free to contact me.

Sincerely,

Marla Spindel
Marla P. Spindel

| | |
|-------------------|---------|
| Name | 10/7/97 |
| Availability | clcc |
| Document Examiner | |
| Updater | DOC |
| Enclosures | |
| Updater | |
| Verifier | DOC |
| Adm. Agreement | DOC |
| V.P. Verifier | DOC |

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**ARTICLES OF ORGANIZATION
OF
CHILDREN'S MEDICAL GROUP IPA, L.C.**

Pursuant to the Florida Limited Liability Company Act, Florida Statutes § 608.401 et seq., the undersigned states as follows:

ARTICLE I: NAME

The name of the limited liability company is: CHILDREN'S MEDICAL GROUP IPA, L.C. (the "Company").

ARTICLE II: DURATION

The period of duration of the Company shall begin as of the date of filing of these Articles of Organization and shall continue until December 31, 2022 or until sooner dissolved pursuant to provisions in the Regulations of the Company.

ARTICLE III: PURPOSE

The Company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be incorporated under the Florida Limited Liability Company Act.

ARTICLE IV: REGISTERED OFFICE AND AGENT

The address of the registered office of the Company is 3100 S.W. 62 Avenue, Miami, FL 33155. The name of the registered agent at this address is Jeffrey B. Sussmane, M.D. A statement of the registered agent accepting appointment and stating that the registered agent is familiar with, and accepts, the obligations of the position, is attached to these Articles of Organization as Appendix A.

ARTICLE V: PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 3100 S.W. 62 Avenue, Miami, FL 33155.

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TALLAHASSEE, FLORIDA

ARTICLE VI: MANAGERS

The Company is to be managed by managers. The names and addresses of the individuals who are to serve as managers until the first annual meeting or until their successors are elected and qualify are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------------|--|
| 1. Enrique Escalon, M.D. | 3100 S.W. 62 Avenue Miami, FL 33155 |
| 2. Cleve Howard, M.D. | 3100 SW. 62 Avenue Miami, FL 33155 |
| 3. Steven Melnick, M.D. | 3100 SW. 62 Avenue Miami, FL 33155 |
| 4. Jeffrey B. Sussmane, M.D. | 3100 S.W. 62 Avenue Miami, FL 33155 |
| 5. Christopher Tirota, M.D. | 3100 S.W. 62 Avenue Miami, FL 33155 |

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ARTICLE VII: ADMISSION OF ADDITIONAL MEMBERS

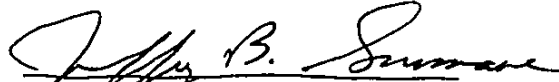
The right of the members to admit additional members and the terms and conditions of the admissions shall be as follows:

Additional members may be admitted to the Company, but only upon the consent of members holding a majority of the current membership interests and the consent of the new member to the terms and conditions of admittance, which shall be determined by the managers. Such terms and conditions shall include the amount of the interest to be issued to the additional member, the price of such interest, and the capital contribution to be made to the Company by the additional member. The new member also shall execute and deliver to the Company a written agreement, in a form reasonably satisfactory to the managers, pursuant to which the new member agrees to be bound by the Company's regulations.

ARTICLE VIII: MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, shall be in accordance with the Regulations of the Company.

IN WITNESS WHEREOF, I have signed these Articles of Organization in my capacity as a member of Children's Medical Group IPA, L.C. on this 23 day of September, 1997, and acknowledge the same to be my act.


Jeffrey B. Sassmane, M.D.

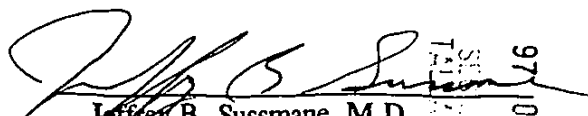
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APPENDIX A

Acceptance of Appointment as Registered Agent of Children's Medical Group IPA, L.C.

Pursuant to Sections 608.407 and 608.415 of the Florida Statutes, I, the undersigned, hereby accept appointment as the registered agent of Children's Medical Group IPA, L.C. (the "Company") to accept service of process for the Company at its registered office located at 3100 S.W. 62 Avenue, Miami, FL 33155. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 9/23/97


Jeffrey B. Sussmane, M.D.

STATE
TELEPHONE
FLORIDA

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AFFIDAVIT

CITY OF MIAMI)
STATE OF FLORIDA) ss.
)

In accordance with Section 608.407(2) of the Florida Statutes, the undersigned member of Children's Medical Group IPA, L.C. (the "Company") being duly sworn under oath, hereby deposes and says:

1. The Company has at least two members.
2. The amount of cash contributed by the members to the Company is \$20,000.
3. No property has been or is anticipated to be contributed by the members to the Company.
4. The total amount of cash or property anticipated to be contributed by the members to the Company is \$20,000.

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TALLAHASSEE FLORIDA

Date: 9/23/97

Jeffrey B. Sussmane
Jeffrey B. Sussmane, M.D.

Sworn and subscribed to before me this 23rd day of September, 1997.

Barbara Shaffer
NOTARY PUBLIC

My commission expires: _____
BARBARA SHAFFER
MY COMMISSION # CC414842 EXPIRES
October 19, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.

