

NOV-20-97 THU 01:59 PM

FAX NO.

P. 01

L 9700001302

11/20/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:50 PM

(((H97000019354 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: MILAM, OTERO, LARSEN, DAWSON & TRAYLOR, PA
105543000740

ACCT#:

CONTACT: MICHELLE B WINSTEAD

PHONE: (904)398-3555

FAX #: (904)398-5515

NAME: PREMIER MEDICAL MANAGEMENT, L.C.

AUDIT NUMBER.....H97000019354

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

CERT. COPIES.....0 DEL.METHOD.. FAX ⑤

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

FILED
97 NOV 20 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY NOV 20 1997

NOV-20-97 THU 02:00 PM

FAX NO.

FILED
97 NOV 20 PM 2:09
H97000019354
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
Premier Medical Management, L.C.

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I
NAME

The name of this limited liability company (the "Company") shall be Premier Medical Management, L.C.

ARTICLE II
DURATION

Unless earlier terminated pursuant to the Act or the regulations (as defined in §608.402(13) of the Act) of this Company, the period of its duration shall be perpetual.

ARTICLE III
ADDRESS

The mailing address and the street address of the principal office of this Company shall be 4800 Beach Boulevard, Suite 10, Jacksonville, Florida 32207.

ARTICLE IV
REGISTERED AGENT

The initial registered office of this Company shall be 1301 Riverplace Boulevard, Suite 1301, Jacksonville, Florida 32207, and its initial registered agent at such office shall be MOTOLAW, Inc.

ARTICLE V
ADDITIONAL MEMBERS

Additional members (as defined in §608.402(10) of the Act) may be admitted at such times and on such terms and conditions as provided in the regulations of this Company.

Prepared by Peter O. Larsen, Esq.
Milam Otero Larsen Dawson & Traylor, P.A.
1301 Riverplace Boulevard, Suite 1301
Jacksonville, FL 32207
(904) 398-3555
Florida Bar Number 0849146

H97000019354

H97000019354

**ARTICLE VI
CONTINUATION OF BUSINESS**


The remaining members of this Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member in this Company as provided in the Act or the regulations of the Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

This Company will be managed by one of its members in accordance with and subject to the requirements of the Act and the regulations of this Company. The name and address of the initial Managing member (as defined in §608.402(9) of the Act), who shall serve as Managing member until the first annual meeting of the members or until his successor is elected and qualifies, are as follows:


Stephen J. Clark, M.D.
3901 South University Boulevard
Suite 215
Jacksonville, FL 32216

IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act.

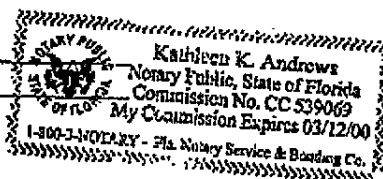

Stephen J. Clark, M.D., as Managing
Member

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me
this 19th day of November, 1997.


Print Name: Kathleen K. Andrews
Notary Public, State of Florida

Commission Number: _____
My Commission Expires: _____



H97000019354

H97000019354

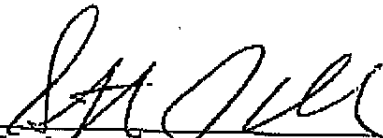
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following is submitted:

Premier Medical Management, L.C., desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates MOTOLAW, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1301 Riverplace Boulevard, Suite 1301, Jacksonville, Florida 32207.

DATED this 19 day of November, 1997.

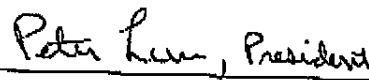
Premier Medical Management, L.C.


Stephen J. Clark, M.D., as Managing
Member

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. 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 this 17th day of November, 1997.

MOTOLAW, INC., a Florida corporation


Peter O. Larsen, as President

H97000019354

H97000019354

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Stephen J. Clark, M.D., the managing member of Premier Medical Management, L.C. (the "Company"), pursuant to Florida Statutes Section 608.407(2) and after having been duly sworn, hereby affirms the following:

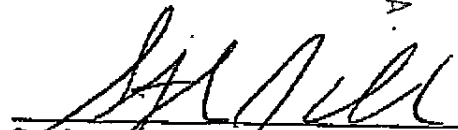
1. The Company has at least two (2) members.
2. The actual amount of cash contributed to date of the member(s) is: \$1,000.00
3. The agreed value of any property other than cash contributed is: \$ -0-
4. The total amount of cash or property anticipated to be contributed by the member(s) at this time (exclusive of the \$1,000.00 contributed to date) is: \$1,000.00

FURTHER AFFIANT SAYETH NOT.

Under the penalties I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated: 17 day of November, 1997.


Premier Medical Management, L.C.


 Stephen J. Clark, M.D., as Managing Member

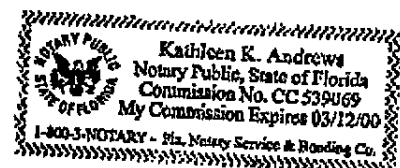
The foregoing Affidavit of Membership and Contributions of Premier Medical Management, L.C., a Florida limited liability company (the "Company"), was executed, acknowledged and delivered before me this ____ day of November, 1997, by Stephen J. Clark, M.D., the managing member of the Company, in Jacksonville, Florida.

[SEAL]

Personally known: ☒
 or
 Produced identification: _____
 Type of identification produced: _____


 Notary Public
 Print Name: Kathleen K. Andrews
 Commission Number: _____
 Commission Expires: _____

[SEAL]



H97000019354