

L98 0000000657

SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1901
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700
TELECOPIER (305) 374-4890

December 16, 1999

Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

600003074446--4
-12/20/99--01008-019
***155.00 ***155.00

Re: Amended and Restated Articles of Organization
Primary Care Specialists of the Palm Beaches, L.C.

Gentlemen:

Enclosed is one (1) original and one (1) photocopy of Amended and Restated Articles of Organization of Primary Care Specialists of the Palm Beaches, L.C., along with our check in the amount of \$155.00. Please return a certified copy in the enclosed Federal Express envelope to the undersigned.

If there are any questions, please contact the undersigned.

Very truly yours,

Brent D. Klein

AUTHORIZATION BY SIGNATURE TO

DEPOSIT Name (include "the")

DATE 2/9/00

BY alt

FF \$25.00

CC 30.00

CP \$100.00

99 DEC 23 PM 3:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Processed
Vef. applied
2/9/00

Arstart
need

alt
2/9

Name	BKD/nv
Available	
Enclosure	
Document	
Examiner	AL/alt
Updater	
Underwriter	
Verifier	
Acknowledgement	
Acknowledger	

✓

Due to a clerical error on the part of this office, Amended and Restated Articles of Organization for PRIMARY CARE SPECIALISTS OF THE PALM BEACHES, L.C., an existing Florida limited liability company, document number L98000000657, were erroneously assigned a NEW Florida limited liability company document/registration number – L99000009250.

This error was noted on February 9, 2000, and the document was filed under the correct document number – L98000000657.

Brenda Tadlock

Sr. Section Administrator

Registration Section

SECRET FILED
DIVISION OF STATE
CORPORATIONS
99 DEC 23 PM 3:30

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF

PRIMARY CARE SPECIALISTS OF THE PALM BEACHES, L.C.

Articles of Organization of Primary Care Specialists of the Palm Beaches, L.C., a Florida limited liability company, were filed with the Department of State of the State of Florida on May 22, 1998, under document number L98000000657.

Primary Care Specialists of the Palm Beaches, L.C. hereby amends and restates its Articles of Organization, in accordance with the provisions of Florida Statutes Section 608.411, as follows:

ARTICLE I

Name

The name of the Company is Primary Care Specialists of the Palm Beaches, L.C. The mailing address and street address of the principal office of the Company is 1590 Congress Avenue, West Palm Beach, FL 33406.

ARTICLE II

Duration

The Company commenced its existence on the date of filing of Articles of Organization with the Department of State of the State of Florida on May 22, 1998, and shall terminate its existence on December 31, 2028.

ARTICLE III

Purposes

The general purposes for which the Company is organized are:

1. To engage in the business of providing services relating to the management and administration of healthcare.

2. To transact any other lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Registered Office and Agent

99 DEC 23 PM 3:30

The street address of the initial registered office of the Company is Suite 1901, 801 Brickell Avenue, Miami, Florida 33131, and the name of its initial registered agent at such address is Brent D. Klein.

ARTICLE V

Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all the members.

ARTICLE VI

Termination of Existence

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII

Management

The management of the Company shall be reserved by its members, in accordance with regulations adopted by, and any written agreements entered into by, the members for the management of the business and affairs of the Company.

ARTICLE VIII

Members

The member of the Company is:

Palm Beach Health Associates, Inc.
1590 Congress Avenue
West Palm Beach, FL 33406

ARTICLE IX

Voting

With respect to any matter requiring a vote of the members, each member shall have one vote for each one percent (1%) interest

in the Company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 23 PM 3:30

ARTICLE X

Regulations

The members may from time to time, by majority vote, adopt, alter, amend or repeal regulations for the Company.

Executed by the undersigned being the sole member of the Company, this 3rd day of November, 1999.

Palm Beach Health Associates, Inc.

By: GAPW
Geraldo Aguirre, President

ACKNOWLEDGEMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent by the above limited liability company at the place designated in the foregoing Amended and Restated Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Brent D. Klein
Brent D. Klein