

L98000000916



ACCOUNT NO. : 072100000032

REFERENCE : 871574 80388A

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pizut

ORDER DATE : June 26, 1998

ORDER TIME : 2:15 PM

ORDER NO. : 871574-005

CUSTOMER NO: 80388A

CUSTOMER: Kramer A. Litvak, Esq
EMMANUEL SHEPPARD & CONDON

Post Office Drawer 1271

Pensacola, FL 32596

200002574012--5

DOMESTIC FILING

NAME: GULF COAST FAMILY PHYSICIANS,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ***LIMITED LIABILITY COMPANY*
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	6/28/98	CERTIFIED COPY
Availability	DCC	PLAIN STAMPED COPY
Document Examiner	CONTACT DCC	CERTIFICATE OF GOOD STANDING
Updater	DCC	
Reporter	DCC	
Adm. Management	DCC	
W. P. Verifier	DCC	

PERSON: Tamara Odom

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE-FLORIDA

RECEIVED
98 JUN 26 PM 3:22
DIVISION OF CORPORATION

L98000000916

W98000014814



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 29, 1998

TAMARA ODOM
CSC
TALLAHASSEE, FL 32301

SUBJECT: GULF COAST FAMILY PHYSICIANS, L.C.
Ref. Number: W98000014814

We have received your document for GULF COAST FAMILY PHYSICIANS, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

We need the addresses of the managers listed in Article VII.

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 (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 198A00035271

ARTICLES OF ORGANIZATION
OF
GULF COAST FAMILY PHYSICIANS, L.C.

The undersigned, acting as a member and as an authorized representative of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this limited liability company is GULF COAST FAMILY PHYSICIANS, L.C., and its principal office and mailing address is located at 4501 N. Davis Highway, Suite A, Pensacola, Florida 32503.

ARTICLE II

DURATION

The existence of this limited liability company shall be perpetual, commencing upon the subscription and acknowledgment date of these Articles of Organization.

ARTICLE III

PURPOSE

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL CONTRIBUTIONS AND STOCK

The total amount of cash contributed to this limited liability company by its members upon

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TALLAHASSEE, FLORIDA

the filing of these Articles of Organization is Four Thousand Dollars (\$4,000.00). There are no additional contributions which have been agreed upon by the members at the time of the filing of these Articles of Organization. The members are free to agree upon additional contributions to this limited liability company at any point in the future.

ARTICLE V

MEMBERSHIP

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

ARTICLE VI

DISSOLUTION

This limited liability company will dissolve upon the death, retirement, resignation, expulsion or dissolution of any member, unless all of the remaining members of this organization consent to a continuation of its business.

ARTICLE VII

MANAGEMENT

This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial managers, who shall serve until the earlier of their deaths, resignations,

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replacements or until the first annual meeting of members and their successors are elected and shall qualify, shall be:

ELVIN COY IRVIN
4501 N. Davis Highway, Suite A, Pensacola, Florida 32503.

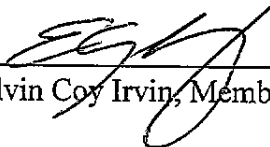
ROGER M. ORTH
4501 N. Davis Highway, Suite A, Pensacola, Florida 32503.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this limited liability company's initial registered office is 4501 N. Davis Highway, Suite A, Pensacola, Florida 32503 and the name of this limited liability company's initial registered agent is Elvin Coy Irvin.

IN WITNESS WHEREOF, the undersigned member and authorized agent has executed these Articles of Organization for this limited liability company this 25th day of June, 1998.


Elvin Coy Irvin, Member and Authorized Agent

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 25th day of June, 1998, by Elvin Coy Irvin, who is personally known to me or who produced _____ as identification.


NOTARY PUBLIC, State of Florida

F:\USERS\TAX\Irvin\articles.wpd

KRAMER LITVAK
"Notary Public State of FL"
Comm Exp. March 9, 1999
Comm No. CC 444417

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICER/REGISTERED AGENT, IN THE STATE OF FLORIDA.

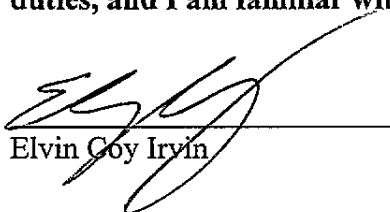
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1. The name of the limited liability company is:

GULF COAST FAMILY PHYSICIANS, L.C.
2. The name and address of the registered agent and office is:

Elvin Coy Irvin
4501 N. Davis Highway, Suite A
Pensacola, Florida 32503

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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.



Elvin Coy Irvin

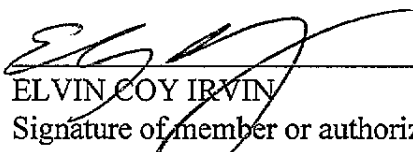
6/25/98

(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GULF COAST
FAMILY PHYSICIANS, L.C. deposes and states as follows:

1. The above-named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$4,000.00
3. If any, the agreed value of property other than cash contributed
by member(s) is -0-
4. The amount of cash or property anticipated to be contributed
by member(s) is \$280,000.00
5. The total amount of Nos. 2, 3, and 4 is \$284,000.00



ELVIN COY IRVIN
Signature of member or authorized
representative of 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.)

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CLERK OF STATE
TALLAHASSEE, FLORIDA