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Henderson, Frank

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FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A. ACCT#: 075410002172
CONTACT: KAREN S LABORDE
PHONE: (941)334-4121 FAX #: (941)332-4494

NAME: HTR, L.L.C.
AUDIT NUMBER.....H98000014041
DOC TYPE.....LIMITED LIABILITY COMPANY
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**ARTICLES OF ORGANIZATION
OF
HTR, L.L.C.**

ARTICLE I - NAME

The name of this limited liability company is HTR, L.L.C. (the "Company").

ARTICLE II - DURATION AND CONTINUATION OF BUSINESS

The Company shall exist from the date of filing these Articles of Organization with the Department of State and shall be dissolved upon the occurrence of any one or more of the following events: (a) December 31, 1998; (b) the unanimous written consent of the members; (c) the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, unless the remaining members consent and elect to continue the business of the Company; (d) the happening of any other event that makes it unlawful, impossible, or impractical to carry on the business of the Company; (e) any event which causes there to be only one member; or (f) the occurrence of any other event specified in Florida Statutes Section 608.441, as the same may be amended from time to time, or any corresponding provision of succeeding law.

ARTICLE III - MEMBERSHIP INTEREST

The regulations of the Company shall provide that a member's interest in the Company shall be evidenced by a Certificate of Membership Interest issued by the Company, and the Company shall maintain a registry of those certificates. Transfer of an ownership interest in the Company shall only take place upon the proper endorsement, surrender, and cancellation of an existing Certificate of Membership Interest documented in the registry of those certificates maintained by the Company, and issuance of a new Certificate of Membership Interest.

Prepared by: Thomas P. Clark, Esq.
Florida Bar No.: 0510114
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

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ARTICLE IV - MAILING ADDRESS AND STREET ADDRESS

The mailing address and street address of the principal office of the Company is:

12051 World Plaza Lane, Suite 51
Fort Myers, Florida 33907-8108**ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE**

The name and the street address of the initial registered agent of the Company are as follows:

<u>Name</u>	<u>Address</u>
Thomas E. Teufel, M.D.	12051 World Plaza Lane, Suite 51 Fort Myers, Florida 33907-8108

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Except as otherwise provided in the regulations of the Company, additional members may be admitted to the Company, but only if all of the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE VII - MANAGEMENT OF THE COMPANY

The management of the Company is reserved to the members. The names and addresses of the initial managing members of the Company are as follows:

<u>Name</u>	<u>Address</u>
William N. Harwin, M.D.	12051 World Plaza Lane, Suite 51 Fort Myers, Florida 33907-8108
Thomas E. Teufel, M.D.	12051 World Plaza Lane, Suite 51 Fort Myers, Florida 33907-8108
James A. Reeves, Jr., M.D.	12051 World Plaza Lane, Suite 51 Fort Myers, Florida 33907-8108

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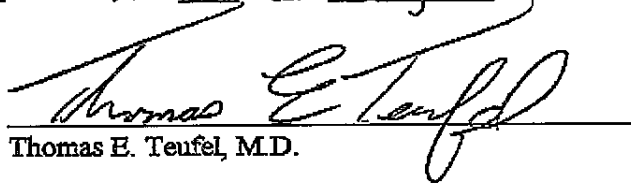
ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the Company, whether in whole or in part, shall be vested in the members.

ARTICLE IX - AMENDMENT

The power to alter, amend, or repeal theses Articles of Organization, whether in whole or in part, shall be vested in the members.

IN WITNESS WHEREOF, the undersigned, being one of the original members of the Company, has executed these Articles of Organization, this 27th day of July, 1998.


Thomas E. Teufel, M.D.

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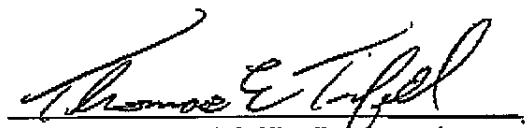
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is: HTR, L.L.C.
2. The name and address of the registered agent and office is:

Thomas E. Teufel, M.D.
12051 World Plaza Lane, Suite 51
Fort Myers, Florida 33907-8108

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.


Thomas E. Teufel, M.D., Registered Agent

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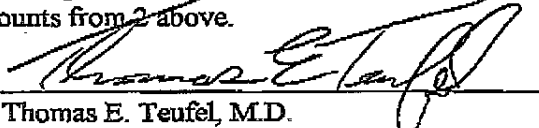
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of HTR, L.L.C. deposes and says:

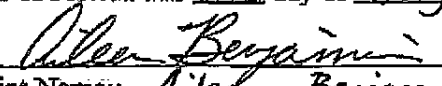
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the Members is \$ 1,500.00. The property other than cash contributed by the Members is described as None and the agreed value thereof is \$ 0.00.
3. The total amount of cash or property anticipated to be contributed by the Members is \$ 1,500.00. This total amount includes the amounts from 2 above.


 Thomas E. Teufel, M.D.

STATE OF FLORIDA)
)
 COUNTY OF LEE) SS:

BEFORE ME, the undersigned authority, personally appeared Thomas E. Teufel, M.D. who after first being duly sworn, acknowledged that he executed before me the foregoing instrument on behalf of the said Company for the purposes therein expressed. He is personally known to me or produced (personally known to me) as identification.

WITNESS my hand and official seal in the State of Florida this 27th day of July, 1998.


 Print Name: Aileen Benjamin
 NOTARY PUBLIC, State of Florida

My Commission Expires:



AILEEN BENJAMIN
 COMMISSION # 00600000
 EXPIRES SEPT 18, 2000

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