

L 980000001914

FILING COVER SHEET

REFERENCE: 0163. 3906  
DATE: 9-21-98  
CONTACT: CINDY HICKS  
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES  
103 N. MERIDIAN STREET  
TALLAHASSEE, FL 32301  
TELEPHONE: 222-1173  
SUBJECT: Teleconned, L. L. C.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 21 AM 11:16

STATE FEES PREPAID WITH CHECK # 3288 FOR \$ 285.00

PLEASE FILE:

( ) ARTICLES OF INC. ( ) AMENDMENT ( ) DISSOLUTION  
( ) ANNUAL REPORT ( ) MERGER ( ) WITHDRAWAL  
( ) QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT  
( ) FICTITIOUS NAME ( ) LIMITED LIABILITY ( ) REINSTATEMENT  
( ) TRADEMARK/SERVICE ( ) UCC-1 ( ) UCC-3

PROVIDE US WITH:

( ) CERTIFIED COPY ( ) CERTIFICATE OF STATUS ( ) STAMPED COPY

Examiner's Initials

400002644254--7  
-09/21/98--01016--025  
\*\*\*\*285.00 \*\*\*\*285.00

**ARTICLES OF ORGANIZATION  
OF  
TELECONMED, L.L.C.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 21 AM 11:16

1. Name. The name of this limited liability company is TELECONMED, L.L.C., Florida limited liability company (the "Company").
2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The mailing and street address of the Company's principal office in the State of Florida is 16057 Tampa Palms Blvd. West, #300, Tampa, Florida 33647.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Randolph J. Wolfe. The street address of the initial registered agent of the Company is 201 N. Franklin Street, Suite 2200, Tampa, Florida 33602.
6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$1.00. No additional contributions have been agreed upon.
7. Additional Members. Additional members to the Company may be admitted, but only upon the consent of the members of the Company holding a majority of the issued and outstanding units of the members' interests in the Company at the time admission is sought.
8. Termination of Membership. 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, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.
9. Management of the Company. The Company shall be managed by a manager or managers in accordance with the Company's operating agreement. The Company shall initially be managed by the following three (3) persons, who shall serve as managers until the first annual meeting of the members or until their successors are elected and qualified:

Douglas S. Reintgen, M.D.	16057 Tampa Palms Blvd. West, #300 Tampa, Florida 33647
---------------------------	--

James G. Norman, Jr., M.D.	16057 Tampa Palms Blvd. West, #300 Tampa, Florida 33647
----------------------------	--

Charles E. Cox, M.D.

16057 Tampa Palms Blvd. West, #300  
Tampa, Florida 33647

FILED STATE  
DIVISION OF CORPORATIONS  
98 SEP 21 AM 10:16

10. Operating Agreement. The members shall have the power to adopt, alter, amend, repeal the operating agreement of the Company containing provisions for the regulation and management of the affairs of the Company in accordance with the terms thereof.

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company except in accordance with the terms of the Company's operating agreement.

The undersigned executed these Articles of Organization effective as of the 18<sup>th</sup> day of September, 1998.

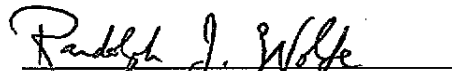


James G. Norman, Jr., M.D., as an initial member and Manager of the Company

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

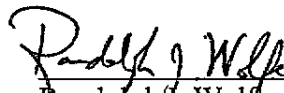
The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of September, 1998, by JAMES G. NORMAN, JR., M.D., who is personally known to me ~~or who has produced~~ as identification.



  
NOTARY PUBLIC  
Name: Randolph J. Wolfe  
Serial #: CC 415483  
My Commission Expires: 2/11/99

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Randolph J. Wolfe, Registered Agent

Dated: September 18, 1998

AFFIDAVIT OF LIMITED LIABILITY COMPANY  
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 SEP 21 AM 10:16

I, JAMES G. NORMAN, JR., M.D., constituting one of the initial managers and a member of TELECONMED, L.L.C., a Florida limited liability company, hereinafter referred to as the "Company", who, upon being sworn, certify as follows:

1. The Company has at least one (1) member.
2. The members of the Company have contributed a total of \$1.00 of cash to the Company.
3. No property other than the cash identified in numbers 2 and 4 hereof will be contributed.
4. It is anticipated that no additional cash will be contributed in the future by the members of the Company. This results in a total of \$1.00 in cash contributed to the Company and no property.

Executed this 18<sup>th</sup> day of September, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief. (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.)

Member and Initial Manager:

*James G. Norman, Jr.*  
JAMES G. NORMAN, JR., M.D.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of September, 1998, by JAMES G. NORMAN, JR., M.D., as a member and initial manager of TELECONMED, L.L.C., on behalf of the Company, who is personally known to me ~~or has produced~~ as identification.



*Randolph J. Wolfe*  
NOTARY PUBLIC  
Name: Randolph J. Wolfe  
Serial #: CC 415483  
My Commission Expires: 2/11/99

9999-199-608192