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PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MERCY ANESTHESIA GROUP, L.C.

AUDIT NUMBER.....H98000018425

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....0

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ARTICLES OF ORGANIZATION

OF

MERCY ANESTHESIA GROUP, L.C.

ARTICLE I - Name:

The name of the Limited Liability Company is: Mercy Anesthesia Group, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Broad and Cassel, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE III - Duration:

The period of duration of the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members, and the names and addresses of the managing members are:

Ralph Alvarez, M.D., 4990 Hammock Lakes Drive, Coral Gables, Florida 33156
Pierre La'Fontant, M.D., 18005 S.W. 83 Court, Miami, Florida 33157
Concepcion Luric, M.D., 945 Mariner Drive, Key Biscayne, Florida 33149
Betty Mortenson, M.D., 5396 S.W. 80 Street, Miami, Florida 33143
Maurice Prendiville, M.D., 5831 Miller Drive, Miami, Florida 33155
Luis Ramirez, M.D., 335 Pacific Road, Key Biscayne, Florida 33149
Victor Rodriguez, 16100 S.W. 77 Avenue, Miami, Florida 33157
Guillermo Suarez, M.D., 7821 S.W. 129 Terrace, Miami, Florida 33156
Jose Suarez-Diaz, M.D., 2945 South Miami Avenue, Miami, Florida 33129
Michael Touhy, M.D., 1602 Alton Road, Apartment 352, Miami Beach, Florida 33139

PREPARED BY:

Mike Segal, P.A.
Florida Bar Number 0124779
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131

(305) 373-9400

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**ARTICLE V – Admission of Additional Members and Transfer
Or Assignment of Interests**

Members shall have the right to admit additional members, and to transfer or assign their interests in the Limited Liability Company, as set forth in the Operating Agreement by and among the Limited Liability Company and its members, as amended from time to time. Assignees and transferees of interests in the Limited Liability Company shall have such rights as members, if any, as are set forth in the Operating Agreement.

ARTICLE VI – Members' Rights to Continue Business:

Unless otherwise provided in the Operating Agreement by and among the Limited Liability Company and its members, as amended from time to time, the death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Limited Liability Company to be dissolved or its affairs to be wound-up and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

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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 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: MERCY ANESTHESIA GROUP, L.C.
2. The address of the registered agent and office is: 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B&C Corporate Services, Inc.

Having been named as registered agent and to accept service of process for the above-stated limit 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 of registered agent.

B&C CORPORATE SERVICES, INC.

By: Martha Frecman
Martha Frecman, Assistant Secretary

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MERCY ANESTHESIA GROUP, 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: \$100.00.
3. There is no property other than cash contributed by the members.
4. The amount of cash or property anticipated to be contributed by members is \$0.00
5. The total amount of 2, 3, and 4 is \$100.00.



Betty Mortenson, M.D., 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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