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W98-26501

00789-01126-00671



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 042712 81386A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 24, 1998

ORDER TIME : 12:34 PM

ORDER NO. : 042712-005

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq
ROBERT E. AYLWARD, ESQ
ROBERT E. AYLWARD, ESQ
Suite 2425
100 North Tampa Street
Tampa, FL 33602

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DIVISION OF CORPORATIONS
98 NOV 24 PM 2:06

DOMESTIC FILING

NAME: DOUGLAS ROAD SURGERY CENTER
LLC

600002695766--G
-11/24/98--01076--021
****337.50 ****337.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 24, 1998

CSC CORPORATION COMPANY

SUBJECT: DOUGLAS ROAD SURGERY CENTER, LLC
Ref. Number: W98000026501

We have received your document for DOUGLAS ROAD SURGERY CENTER, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 298A00056338

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF ORGANIZATION
OF
DOUGLAS ROAD SURGERY CENTER, LLC

The undersigned hereby organizes a limited liability company (the "Company") under the provisions of the Florida Limited Liability Company Act, and pursuant to the following Articles of Organization.

ARTICLE 1

Name

The name of this Company is:

DOUGLAS ROAD SURGERY CENTER, LLC

ARTICLE 2

Purpose

The purposes of this Company are:

(a) to lease, develop, equip, own, and operate an ambulatory surgery center ("Surgical Center") and to perform services ancillary thereto through its employees and agents; and

(b) to engage in any and all lawful activities related or incidental to the foregoing.

ARTICLE 3

Principal Office

The mailing address and the street address of the principal office of this Company is: 303 East Par Street, Orlando, Florida 32804.

ARTICLE 4

Additional Members

The undersigned is an initial Member of this Company. The Company may admit additional Members with the consent of all the Members.

ARTICLE 5

Duration

This Company shall exist for a period commencing as of the date on which these Articles of Organization are filed with the Florida Secretary of State and continuing indefinitely until dissolved and terminated in accordance with its Regulations. The

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death, resignation, removal, bankruptcy, incompetency, or dissolution of a Member does not cause the dissolution of this Company, and the Company will continue the business of the Company notwithstanding the death, resignation, removal, bankruptcy, incompetency, or dissolution of a Member. A Member does not have the right to withdraw from the Company, to require the Company to redeem his interest in the Company, or to cause the dissolution of the Company.

ARTICLE 6
Initial Registered Office and Agent

The street address of the initial registered office of this Company is: 303 East Par Street, Orlando, Florida 32804; and the name of the initial registered agent of this Company at such address is: D. Jeffery Sapp.

ARTICLE 7
Management

Management of the Company is reserved to its Members and the names and addresses of its managing Members are:

<u>Member</u>	<u>Address</u>
PHC Ancillary Services, Inc.	303 East Par Street Orlando, FL 32804
DDC Enterprises, Inc.	661 E. Altamonte Dr. Suite 325 Altamonte Springs, FL 32701

ARTICLE 8
Affidavit of Membership and Contributions

The undersigned authorized representative of a Member of this Company certifies:

- (a) the Company has at least one Member;
- (b) the total amount of cash contributed by a Member is \$10.00;
- (c) no property other than cash has been contributed by a Member; and
- (d) the total amount of cash and the property contributed and anticipated to be contributed by Members is \$160,000.00.

ARTICLE 9
Regulations

All the Members of this Company have the power to adopt, alter, amend, or repeal its Regulations, which contain provisions for the regulation and management of the affairs and business of this Company.

ARTICLE 10
Amendment

These Articles of Organization may be amended by a vote of all the Members of this Company.

The undersigned, being the initial Member of this limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of Douglas Road Surgery Center, LLC. In accordance with section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed by the undersigned on the 8th day of December, 1998.

PHC ANCILLARY SERVICES, INC., a
Georgia corporation

By: [Signature]
D. Jeffery Sapp, its Vice
President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged and sworn to before me this 8th day of December, 1998, by D. Jeffery Sapp, the Vice President of PHC Ancillary Services, Inc., a Georgia corporation, on behalf of the corporation. He is personally known to me.

[Signature]
NOTARY PUBLIC

My Commission Expires:



SYLVIA DIANN KIRKLAND
My Commission CC504381
Expires Oct. 23, 1999

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, D. Jeffery Sapp, having been named as registered agent to accept service of process for the above named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the registered agent.

Dated this 8th day of December, 1998.



D. JEFFERY SAPP

PHC/DOUGLIT