

BROAD AND CASSEL  
ATTORNEYS AT LAW

L98000003480

MEMORANDUM

SUITE 3000  
MIAMI CENTER  
201 SOUTH BISCAYNE BLVD.  
MIAMI, FLORIDA 33131  
(305) 373-9400  
FAX (305) 373-9443  
www.broadandcassel.com

TO: Florida Department of State AB  
Gretchen Harvey

FROM: Annette Deleon, Corporate Paralegal

DATE: July 5, 2000

RE: MCH PEDIATRICS, LLC and  
TRI-COUNTY OPTICAL, INC.

400003317774--8  
-07/10/00--01052--023  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

Attached please find an Amended and Restated Articles of Organization of MCH Pediatrics, LLC ( the "Amendment") as well as Articles of Incorporation for Tri-County Optical, Inc. (the "Articles").

Please note both the Amendment and the Articles were previously submitted electronically but both were rejected. Although I faxed both cover sheets indicating they should be abandoned, I am attaching a copy of same for your reference.

If you should have any questions or need any further information, please contact the (305) 373-9433.

Thank you for your assistance.

CF - 25.00

L98-3480  
GA 7/10

FILED  
00 JUL 10 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BROAD AND CASSEL**  
ATTORNEYS AT LAW

SUITE 3000  
MIAMI CENTER  
201 SOUTH BISCAYNE BLVD.  
MIAMI, FLORIDA 33131  
(305) 373-9400  
FAX (305) 373-9443  
[www.broadandcassel.com](http://www.broadandcassel.com)

**MEMORANDUM**

TO: Florida Department of State  
Gretchen Harvey  
FROM: Annette Deleon, Corporate Paralegal  
DATE: July 6, 2000  
RE: MCH PEDIATRICS, LLC and  
TRI-COUNTY OPTICAL, INC.

---

Per our conversation on today's date, attached please find two checks for the filing of the Amendment and the Articles of Incorporation for the above captioned entities.

If you should have any questions or need any further information, please contact me at (305) 373-9433.

Thank you for your assistance.

FILED  
00 JUL 10 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
MCH PEDIATRICS, LLC**

The Articles of Organization of MCH Pediatrics, LLC, a limited liability company duly organized under the laws of the State of Florida (the "Company"), are hereby amended and restated in their entirety to reflect, among other things, the change in the sole Member of the Company. The original Articles of Organization of the Company were filed with the Florida Department of State on December 30, 1998. These Amended and Restated Articles of Organization have been duly executed by the undersigned, as sole Member of the Company, and are being filed in accordance with Section 608.411 of the Florida Business Corporation Act.

**ARTICLE I  
NAME**

The name of the limited liability company is **MCH Pediatrics, LLC**.

**ARTICLE II  
DURATION**

The Company shall exist from the date of filing the Articles of Organization of the Company with the Florida Department of State and shall continue until 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.

**ARTICLE III  
MAILING ADDRESS AND STREET ADDRESS**

The mailing and street address of the Company's principal office shall be c/o Kelson Physician Partners, Inc., 90 State House Square, 10<sup>th</sup> Floor, Hartford, Connecticut 06103.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company in Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE V  
ADDITIONAL MEMBERS**

Additional Members to the Company may be admitted with the written consent of the Member.

FILED  
00 JUL 10 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI  
TERMINATION OF MEMBERSHIP**

If a Member is dissolved or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the Company will dissolve and shall conduct only such activities as are necessary to wind up its affairs, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining Member. The bankruptcy of a Member shall not cause the Company to be dissolved and upon the occurrence of such event, the business of the Company shall continue without dissolution.

**ARTICLE VII  
MANAGEMENT OF THE COMPANY**

The Company shall be managed by the Member in accordance with regulations adopted by the Member for management of the business and affairs of the Company. The name and address of the Member is:

Kelson Physician Partners, Inc.  
90 State House Square, 10<sup>th</sup> Floor  
Hartford, Connecticut 06103  
Attention: Lawrence D. Kries, Chief Executive Officer

FILED  
00 JUL 10 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII  
REGULATIONS**

The Member shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned executed these Amended and Restated Articles of Organization on this 28<sup>th</sup> day of JUNE, 2000.

**MEMBER:**

KELSON PHYSICIAN PARTNERS, Inc.

By:   
Lawrence D. Kries  
Chief Executive Officer