

# L99000000304



ACCOUNT NO. : 072100000032

REFERENCE : 104273 9104A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 337.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 20 PM 12:11

ORDER DATE : January 19, 1999

ORDER TIME : 3:37 PM

ORDER NO. : 104273-005

CUSTOMER NO: 9104A

500002748065--1

CUSTOMER: Ms. Lori L. Ammons  
HOLLAND & KNIGHT  
HOLLAND & KNIGHT  
Suite 1600  
200 Central Avenue  
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: WOMEN'S MEDICAL CENTRE OF FLORIDA, L.L.C.

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: Sara Lea

EXAMINER'S INITIALS: \_\_\_\_\_

*L99-304*

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

DIVISION OF CORPORATIONS

99 JAN 20 AM 11:24

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 20 PM 12: 11<sup>PM</sup>

**WOMEN'S MEDICAL CENTRE  
OF FLORIDA, L.L.C.**

**ARTICLES OF ORGANIZATION**

The undersigned, being a duly authorized representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608 Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is **WOMEN'S MEDICAL CENTRE OF FLORIDA, L.L.C.** (the "Company").

**ARTICLE II. ADDRESS**

The Company's initial principal street address is:

WOMEN'S MEDICAL CENTRE OF FLORIDA, L.L.C.  
in care of Richard O. Jacobs, Esquire  
200 Central Avenue, Suite 1600  
St. Petersburg, FL 33701.

The initial mailing address of the Company is:

WOMEN'S MEDICAL CENTRE OF FLORIDA, L.L.C.  
311 North Clyde Morris Blvd., Suite 180  
Daytona Beach, FL 32114.

**ARTICLE III. DURATION AND CONTINUATION**

The period of the Company's duration shall commence upon filing these Articles as required by law, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, or (iii) by any other event which pursuant to the Florida Statutes terminates the continued membership of a Member. However, upon any such termination event (except under ii above), the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by a duly authorized amendment of these Articles of Organization providing for the continued existence of the Company.

**ARTICLE IV. PURPOSE**

The Company is formed to practice medicine, and to engage in any other lawful business approved by the Members.

**ARTICLE V. ELECTION TO BE TAXED AS A PARTNERSHIP**

The Company shall elect to be taxed as a partnership, proprietorship, as the case may be, for federal and state income taxes.

**ARTICLE VI. REGISTERED AGENT AND OFFICE**

The Company designates 311 North Clyde Morris Blvd., Suite 180, Daytona Beach, FL 32114 as the street address of the initial registered office of the Company and names Pamela P. Carbiener, M.D., the Company's initial registered agent to accept service of process within this state.

**ARTICLE VII. ADDITIONAL MEMBERS**

Additional Members meeting the Company's membership criteria may be admitted upon the approval of not less than seventy-five percent (75%) of the Members of the Company.

**ARTICLE VIII. MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. The Manager(s) shall also have the rights and responsibilities described in the Regulations of the Company. The names and address of the initial Manager is:

Pamela P. Carbiener, M.D.  
311 North Clyde Morris Blvd., Suite 180  
Daytona Beach, Florida 32114.

The initial Manager shall serve until the first annual meeting of the Members or until the Manager's successor(s) is(are) duly elected and qualified.

**ARTICLE IX. REGULATIONS**

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company, in accordance with Florida Statutes 608.423; however, the Manager(s) may adopt Emergency Regulations in accordance with the above-cited Florida Statute, subject to the right of the Members to amend or repeal such Regulations. No Emergency Regulations shall change the requirements for designating substitute or additional Managers. The Regulations may include criteria for the admission of Members and other regulations permitted or authorized by law.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 20 PM 12:11

**ARTICLE X. VOTING OF MEMBERS**

Except where a higher vote is required by law, these Articles or the Regulations, Member actions shall be by majority vote of the Members. Each Member's vote is weighted in the relative proportion of the Member's capital accounts to each other; however if the Member's capital account is zero or negative, the Member shall have one vote.

**ARTICLE XI. CAPITAL ACCOUNTS OF MEMBERS**

Each Member of the Company shall maintain a capital account in accordance with the Regulations.

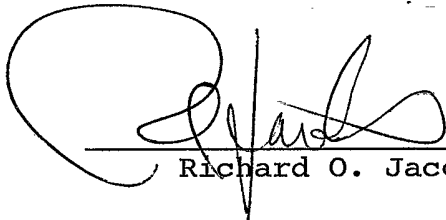
**ARTICLE XII. PROFITS AND LOSSES**

Profits, losses, and credits shall be allocated among Members as provided in the Regulations.

**ARTICLE XIII. AFFIDAVIT**

Attached to these Articles of Organization is the Affidavit required by Section 608.407(2), Florida Statutes.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal this 15 day of December 1998.



Richard O. Jacobs

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 20 PM 12:11

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for WOMEN'S MEDICAL CENTRE OF FLORIDA, L.L.C., the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such position.



Pamela P. Carbiener

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 20 PM 12:11

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF Volusia

Pamela P. Carbiener, being first duly sworn, deposes and says:

- 1. That she is the initial Member of WOMEN'S MEDICAL CENTRE OF FLORIDA, L.L.C., a Florida limited liability company (the "Company");
  - 2. That the Company has at least one Member;
  - 3. That the Members of the Company have contributed Five Hundred Dollars (\$500.00) to the capital of the Company; and the agreed value of property other than cash is \$ 0.00.
  - 4. That the Members of the Company are expected to contribute additional capital to the Company in the amount of Twenty-Five Thousand Dollars (\$25,000.00). The total amount of cash and property contributed and anticipated to be contributed, is \$25,500.00.
- And further affiant sayeth not.

*Pamela P. Carbiener*  
Pamela P. Carbiener, M.D.

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of December, 1998, by Pamela P. Carbiener, M.D., who is personally known to me and who did take an oath.

*Debra A. Marz*  
Notary Public--State of Florida

Print Notary Name: Debra A. Marz  
My Commission Number is: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

DEBRA MARZ  
State of Florida  
My Comm. Exp: 01/17/00  
Comm# 00525210