



**THE UNITED STATES
CORPORATION
COMPANY**

L99000000711

ACCOUNT NO. : 072100000032

REFERENCE : 125455 9294A

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 337.50

ORDER DATE : February 5, 1999

ORDER TIME : 12:03 PM

500002766035--1

ORDER NO. : 125455-005

CUSTOMER NO: 9294A

CUSTOMER: Jane Lincoln, Legal Assistant
MICHAEL N. JONAS, P.A.
MICHAEL N. JONAS, P.A.
Suite 1000
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

FILED
99 FEB -5 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -5 PM 12:56
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: PALM BEACH SURGERY, P.L.

EFFECTIVE DATE:

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: Angie Glisar

EXAMINER'S INITIALS: _____

W99-3088

L99-711

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



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 1999

ANGIE GLISAR
CSC

SUBJECT: PALM BEACH SURGERY, P.L.
Ref. Number: W99000003088

FILED
99 FEB -5 PM 5: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PALM BEACH SURGERY, P.L. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 599A00005415

RECEIVED
99 FEB -9 PM 2: 22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF ORGANIZATION

OF

PALM BEACH SURGERY, P.L.

FILED
93 FEB -5 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, and the Professional Service Corporation and Limited Liability Company Act, Florida Statutes, Chapter 621, (except when said Chapters conflict, Chapter 621 shall control), hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be PALM BEACH SURGERY, P.L. ("Company"). The principal place of business of the Company in Florida shall be 1201 North Olive Avenue, West Palm Beach, FL 33401. The mailing address shall be the same.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than thirty (30) years from the date of the filing hereof with the Department of State, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to establish an independent practice association of physicians in order to facilitate participation in managed health care, to provide high quality and efficient surgical care and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida, including, but not limited to the expansion of the Company through marketing and an internet web page. The Company shall have all the powers granted to a professional limited liability company under the laws of the State of Florida.

FILED

09 FEB -5 PM 5:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is ~~FRANCIS XXXXXXXXXXXXXXXXXXXXXXXXXX~~ MICHAEL N. JONAS, P.A., 1645 Palm Beach Lakes Blvd., Ste 1000, West Palm Beach, Florida 33401.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the written consent of two-thirds (2/3) in interest, not number, of the Company and upon such terms and conditions as shall be determined by two-thirds (2/3) in interest, not number, of the Company. A member may transfer his, her or its interest in the Company as set forth in regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two (2) remaining members.

ARTICLE IX - MANAGEMENT


The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the Company are set forth in Exhibit "B".

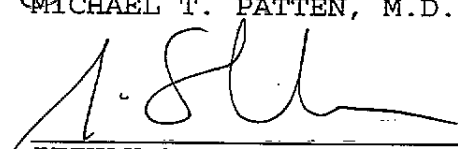
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at West Palm Beach, Florida, for the foregoing uses and purposes this 22 day of January, 1999.


DANIEL HIGGINS, M.D.


WILLIAM V. HUVAL, M.D.


PAUL R. LIEBMAN, M.D.


MICHAEL T. PATTEN, M.D.


ITZHAK I. SHASHA, M.D.

PALM BEACH SURGERY, P.L.

BY: 
ITS MANAGING MEMBER

FILED
20 FEB -5 PM 6:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Bette Ann Jones
NOTARY PUBLIC
Notary Type/Print Name: Bette Ann Jones
My Commission Expires:
AFFIX NOTARY SEAL

STATE OF FLORIDA)
:SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 27 day of January, 1999, by PAUL R. LIEBMAN, who is personally known to me or who has produced _____ as identification.



Bette Ann Jones
MY COMMISSION # CC610482 EXPIRES
January 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Bette Ann Jones
NOTARY PUBLIC
Notary Type/Print Name: Bette Ann Jones
My Commission Expires:
AFFIX NOTARY SEAL

FILED
FEB -5 PM 5:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
:SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 27 day of January, 1999, by MICHAEL T. PATTEN, who is personally known to me or who has produced _____ as identification.

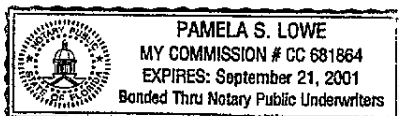
Bette Ann Jones
NOTARY PUBLIC
Notary Type/Print Name: Bette Ann Jones
My Commission Expires:
AFFIX NOTARY SEAL

STATE OF FLORIDA)
:SS.
COUNTY OF PALM BEACH)



Bette Ann Jones
MY COMMISSION # CC610482 EXPIRES
January 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

The foregoing instrument was acknowledged before me this 27th day of January, 1999, by ITZHAK I. SHASHA, who is personally known to me or who has produced _____ as identification.



Pamela S. Lowe
NOTARY PUBLIC
Notary Type/Print Name: Pamela S. Lowe
My Commission Expires: 9-21-2001
AFFIX NOTARY SEAL

EXHIBIT "A"

CONTRIBUTIONS TO CAPITAL

<u>MEMBER</u>	<u>TYPE OF CONTRIBUTION</u>	<u>AMOUNT OF CONTRIBUTION</u>	<u>PERCENTAGE INTEREST</u>
HIGGINS	Cash	\$1,000.00	20%
HUVAL	Cash	\$1,000.00	20%
LIEBMAN	Cash	\$1,000.00	20%
PATTEN	Cash	\$1,000.00	20%
SHASHA	Cash	\$1,000.00	20%
TOTAL		\$5,000.00	100%

Contributions other than cash

\$ 0.00

Anticipated Contributions

\$10,000.00

FILED
59 FEB -5 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

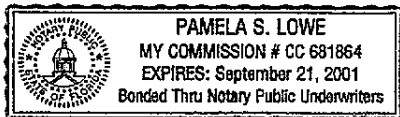
STATE OF FLORIDA)

:SS.

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2nd day of February, 1999, by Itzhak I. Shasha, as Managing Member of PALM BEACH SURGERY, P.L., a Florida professional limited liability company, with all power and authority to execute this instrument on behalf of said corporation and said partnership, who is personally known to me.

WITNESS my hand and official seal this 2nd day of February 1999.



Pamela S. Lowe
NOTARY PUBLIC

Notary Type/Print Name: Pamela S. Lowe
My Commission Expires: 9-21-2001
AFFIX NOTARY SEAL

FILED
99 FEB -5 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned being the person named in the Articles of Organization of Palm Beach Surgery, P.L., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

MICHAEL N. JONAS, P.A.

BY Michael N. Jonas
~~FRANCISXXXXXXXXXXXX~~ MICHAEL N. JONAS, ESQ.
Registered Agent

EXHIBIT "B"

MEMBERS

NAME

ADDRESS

DANIEL HIGGINS	1201 North Olive Ave. West Palm Beach, Florida 33401
WILLIAM V. HUVAL	2511 North Flagler Drive West Palm Beach, FL 33407
PAUL R. LIEBMAN	2511 North Flagler Drive West Palm Beach, FL 33407
MICHAEL T. PATTEN	2511 North Flagler Drive West Palm Beach, FL 33407
ITZHAK I. SHASHA	1201 North Olive Ave. West Palm Beach, FL 33401

FILED

29 FEB -5 PM 5:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA