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KUTAK ROCK

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February 25, 1999

FILED
99 FEB 26 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDEX

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attention: Certification

Re:
- Organization of Prime Lakeland Health Systems, L.L.C.;
- Application for Authorization to Transact Business in the State of Florida of Prime Health Care Capital, L.L.C., a Georgia limited liability company

Dear Sir or Madame:

000002788460--0
-02/26/99--01080--007
****293.75 ****293.25

Enclosed please find the following:

In Re: Prime Lakeland Health Systems, L.L.C.:

(1) The original and one copy of the Articles of Organization for Prime Lakeland Health Systems, L.L.C. (which includes the Affidavit of Membership and Contributions); and (2) the original Certificate Designating the Registered Agent/Registered Office for Prime Lakeland Health Systems, L.L.C. In addition, we would like to request a Certificate of Status for the limited liability company. Please forward a filed stamped copy of the Articles of Organization and the requested Certificate of Status at your earliest convenience to me at the above address. We have enclosed a check made payable to the Florida Department of State in the amount of $293.75 for the filing fee for the Articles of Organization, the fee for the designation of the registered agent and the fee for the Certificate of Status of Prime Lakeland Health Systems, L.L.C.

In Re: Prime Health Care Capital, L.L.C., a Georgia limited liability company:

(1) The original and one copy of the Application By Foreign Limited Liability Company For Authorization to Transact Business in Florida; (2) the original Affidavit of Membership and Contributions of Foreign Limited Liability Company; (3) the original Certificate of Designation of Registered Agent/Registered Office of Prime Health Care Capital, L.L.C.; and (4) an original Certificate of Existence of Prime Health Care Capital, L.L.C. issued by the Georgia Secretary of State on February 22, 1999. In addition, we would like to request a Certificate of Status for the limited liability company. Please forward a filed stamped copy of the Application

3-4-99

for Authorization to Transact Business in Florida and the requested Certificate of Status at your earliest convenience to me at the above address. We have enclosed a check made payable to the Florida Department of State in the amount of $293.75 for the filing fee for the Application to Transact Business and Affidavit of Membership and Contribution, the fee for the Certificate of Designation of Registered Agent/Registered Office and the fee for the Certificate of Status of Prime Health Care Capital, L.L.C.

If you have any questions, please do not hesitate to contact me at (404) 222-4611.

Very truly yours,

Dianne L. Papierniak
dianne.papierniak@kutakrock.com

dlp

Enclosures

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TALLAHASSEE, FLORIDA

ORIGINAL

ARTICLES OF ORGANIZATION FOR PRIME LAKELAND HEALTH SYSTEMS, L.L.C.

ARTICLE 1 — Name:

The name of the Limited Liability Company is:

Prime Lakeland Health Systems, L.L.C.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Suite 12
210 South Parsons Avenue
Brandon, FL 33511

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be:

50 years

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ARTICLE IV — Management:

The Limited Liability Company is to managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is:

Prime Health System, Inc.
Suite 211
3500 Piedmont Road
Atlanta, Georgia 30305

ARTICLE V — Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Prime Lakeland Health Systems, L.L.C. certifies:

1. the above named limited liability company has at least one member;

2. the total amount of cash contributed by the member(s) is $____-0-____;

3. if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto); and $ -0- ;

4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is $ 30,000 .

Thomas E. Garner

Signature of a member or an authorized representative of a 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.)

Thomas E. Garner, Jr., President of Managing Member, Prime Health System, Inc.

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ORIGINAL

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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Prime Lakeland Health Systems, L.L.C.

2. The name and the Florida street address of the registered agent are:

David R. Vaughan
NAME

210 South Parsons Avenue, Suite 12
Florida street address (P. O. Box NOT ACCEPTABLE)

Brandon, FL 33511
CITY, STATE AND ZIP

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

David R. Vaughan
SIGNATURE

Filing Fee: $ 35 for Designation of Registered Agent

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