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ATTORNEYS AT LAW

2550 BRICKELL BAYVIEW CENTRE

80 S.W. 8TH STREET

MIAMI, FLORIDA 33130

JUAN E. RODRIGUEZ

TELEPHONE (305) 379-1681

TELECOPY (305) 374-1719

July 13, 1999

Via Federal Express

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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-07/14/99-01030-001
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Re: Westchester Pediatric Associates, L.C.,
a Florida professional service limited
liability company
Our File No. 99-6240

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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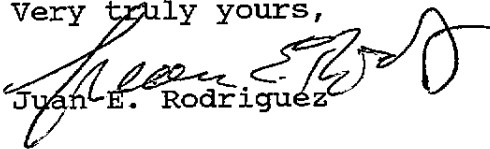
Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Articles of Organization of Westchester Pediatric Associates, L.C., a Florida professional service limited liability company together with accompanying Affidavit. We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self addressed stamped envelope. We are enclosing our firm's check in the amount of Three Hundred Thirty-Seven and 50/100 (\$337.50) Dollars to cover to following costs:

Filing Fee	\$250.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	<u>\$337.50</u>

Thank you for your prompt attention to this matter.

Very truly yours,


Juan E. Rodriguez

JER/td

Encl. (as stated)

ARTICLES OF ORGANIZATION
OF
WESTCHESTER PEDIATRIC ASSOCIATES, L.C.

ARTICLE I
NAME

The name of this professional service limited liability company shall be:

WESTCHESTER PEDIATRIC ASSOCIATES, L.C.

ARTICLE II
DURATION

This company shall commence its existence on the date of the execution and acknowledgment of three Articles of Organization, and shall exist for a period of perpetual existence.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal office of the company is 7000 S.W. 97th Avenue, Suite 114, Miami, Florida 33173-1411.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the company's initial registered agent is Juan E. Rodriguez, 80 S.W. 8th Street, Suite 2550, Miami, Florida 33130.

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DIVISION OF CORPORATIONS

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The company shall have the right to admit additional Members upon a vote of the majority of the Members.

ARTICLE VI
TERMINATION

Upon the death, retirement, resignation or incapacity of any Member, the company shall continue to operate.

ARTICLE VII
MANAGING MEMBERS

The management of the company shall be vested in its Members in proportion to their contributions to the capital of the company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members pursuant to §608.422, Fla. Stats. The managing Members and their addresses are: Norman Ruiz-Castañeda, M.D., 7000 S.W. 97th Avenue, Suite 114, Miami, Florida 33173-1411; Margarita Fernandez-Fujol, M.D., 7000 S.W. 97th Avenue, Suite 114, Miami, Florida 33173-1411; Cristina R. Montiel, M.D., 7000 S.W. 97th Avenue, Suite 114, Miami, Florida 33173-1411; and Pamela Larcada, M.D., 7000 S.W. 97th Avenue, Suite 114, Miami, Florida 33173-1411.

ARTICLE VIII
PURPOSES

This professional service limited liability company is organized for the following purposes:

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DIVISION OF CORPORATIONS

(b) To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these Articles, and to do every other act incidental to these purposes which is not forbidden by Florida laws or the provisions of these Articles of Organization.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 13th day of July, 1999.

13th day of July, 1999.


Norman Ruiz-Castañeda, M.D.

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

The foregoing instruction was acknowledged before me this 15th
day of July, 1999, by Norman Ruiz-Castañeda, M.D. He is personally
known to me or has produced a _____ as
identification. [Signature] co

~~My Commission Expires:~~

Name:

OFFICIAL NOTARY SEAL NO
LUIS M PEREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC744404
MY COMMISSION EXP. JUNE 16, 2002

Name: _____
Notary Public, State of Florida
at Large

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DIVISION OF INVESTIGATION

ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent and to accept service of process for the above named company, at the place designated in Article IV of these Articles of Organization, the undersigned hereby agrees to act in this capacity, states that he is familiar with and accepts the obligations of that position, and agrees to comply with the complete discharge of his duties.

Dated this 13th day of July, 1999.


Juan E. Rodríguez

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DIVISION OF CORPORATIONS
93 JUL 14 AM 8:18

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

THIS DAY personally appeared before me, Norman Ruiz-Castañeda, who being personally known to me and who did take an oath, deposes and says:

1. I am a managing Member of WESTCHESTER PEDIATRIC ASSOCIATES, L.C., a Florida professional service limited liability company (the "Company"), the Articles of Organization of which are filed with the Florida Secretary of State simultaneously with this Affidavit. I make this Affidavit, pursuant to §608.407(2), Fla.Stats.

2. The Company has at least two Members. The amount of cash contributed by each Member is Forty-Six Thousand and No/100 (\$46,000.00) Dollars.

FURTHER AFFIANT SAYETH NOT.


Norman Ruiz-Castañeda, M.D.

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

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My Commission Expires:

OFFICIAL NOTARY SEAL
LUIS M PEREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC744404
MY COMMISSION EXP. JUNE 16, 2002

Name:

Notary Public, State of Florida
at Large

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SECRETARY OF STATE
DIVISION OF RECORDS
JUL 14 AM 8:18

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

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My Commission Expires:

OFFICIAL NOTARY SEAL
LUIS M PEREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC744404
MY COMMISSION EXP. JUNE 16, 2002

Name: _____

Notary Public, State of Florida
at Large

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SECRETARY OF THE
DIVISION OF REVENUE

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