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July 23, 1999

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Secretary of State
State of Florida
Corporation Division
Post Office Box 6327
Tallahassee, FL 32314

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W99-17458

Re: Beverly A. Heinking, D.O., P.L.C.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation with respect to the above-referenced matter. Please file the original and certify the copy to be returned to me. A check in the amount of \$337.50 is enclosed in payment of the filing fee.

Sincerely yours,

Terry McDavid

Terry McDavid

TM/db

Enclosures

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DIVISION
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ARTICLES OF ORGANIZATION FOR
BEVERLY A. HEINKING, D.O., P.L.C.

ARTICLE I - Name:

The name of the professional limited liability company is:
BEVERLY A. HEINKING, D.O., P.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office
of the professional limited liability company is:

1522 S. Ohio Avenue
Live Oak, FL 32060

ARTICLE III - 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
December 31, 2099, unless the company is earlier dissolved as
provided in these articles of organization.

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ARTICLE IV - Purpose

The purpose of the limited liability company is to practice
the profession of medicine. The sole and exclusive professional
service to be rendered by the limited liability company is medical
care and treatment.

The purpose of this limited liability company shall be carried
out only through members, officers, employees, and agents, each of
whom is duly licensed or otherwise legally qualified to render
professional medical services in the State of Florida.

ARTICLE V - Management:

The professional limited liability company is to be managed by the members and the names and addresses of the managing members are:

Beverly A. Heinking
Route 1, Box 416-7
Lake City, FL 32055

ARTICLE VI - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the 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 or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII - Members Rights to Continue Business:

The right, if given of the remaining members of the professional limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the professional limited liability company shall be:

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 that is a least one remaining member.

ARTICLE VIII - Affidavit of Membership
and Contributions:

The undersigned member or authorized representative of Beverly A. Heinking, D.O., P.L.C., certifies: _____

1. The above named professional limited liability company has at least one member.

2. The total amount of cash contributed by the member(s) is:

\$ 10,000.00

3. If any, the agreed value of property other than cash contributed by member(s) is:

Equipment:

\$ 5,000.00

4. The total amount of cash and property contributed and anticipated to be contributed by member(s) is:

\$ 15,000.00

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TALLAHASSEE, FLORIDA



BEVERLY A. HEINKING

(In accordance with §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.)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF §608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

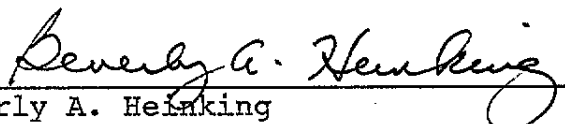
1. The name of the Professional Limited Liability Company is:

BEVERLY A. HEINKING, D.O., P.L.C.

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

Beverly A. Heinking
1522 S. Ohio Avenue
Live Oak, FL 32060

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


Beverly A. Heinking

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