

L99000005027
MOORE & MENKHAUS, P.A.
ATTORNEYS AT LAW

4800 N. FEDERAL HIGHWAY
SUITE 210-A
BOCA RATON, FLORIDA 33431-5176

(407) 394-7910
FAX TELECOPIER:
(407) 393-6541

August 10, 1999

Secretary of State
Division of Corporations
Attn: NEW CORP. FILINGS
409 East Gaines Street
Tallahassee, Florida 32301

900002857948--8
-08/12/99--01058--001
****285.00 ****285.00

Re: DOCTORS OUTPATIENT SURGERY CENTER OF JUPITER, L.L.C.

Dear Sir or Madam:

Enclosed for filing please find two originals and one copy of Articles of Organization of Doctors Outpatient Surgery Center of Jupiter, L.L.C. I have also enclosed our check in the amount of \$285.00, which represents the filing fee for same.

Please file the originals and return the enclosed copy stamped "filed" to the undersigned in the self addressed envelope provided for your convenience.

Please do not hesitate to contact me if you have any questions concerning the foregoing.

Very truly yours,


David W. Menkhaus

DJM/rs
Enclosures

99 AUG 12 AM 11:17

FILED
SECRETARY OF STATE

mt
8/13

ARTICLES OF ORGANIZATION
OF
DOCTORS OUTPATIENT SURGERY CENTER OF JUPITER, L.L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

SECTION 1
NAME

The name of this limited liability company is Doctors Outpatient Surgery Center of Jupiter, L.L.C. (the "Company").

SECTION 2
DURATION

The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statute Section 608.441, or the Regulations of the Company, unless continued by the consent of not less than a majority of the remaining members.

SECTION 3
MAILING ADDRESS AND STREET ADDRESS

The Company's initial mailing and street address is 3401 PGA Blvd., Suite 500, Palm Beach Gardens, FL 33410.

SECTION 4
REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is David J. Menkhaus. The street address of the initial registered agent of the Company is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida, 33431.

SECTION 5
ADDITIONAL MEMBERS

Additional members to the Company may be admitted, but only if a Super-Majority in Interest (as defined in the Company's Operating Agreement and Regulations (the "Regulations")) of the current members agree to the admission of the additional members and to the terms of admission. Any new member which is approved by the existing members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the

capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations of the Company and such other applicable statutes, rules, regulations at law, or policies for the Company as the managers may from time to time determine in their sole discretion.

SECTION 6 TERMINATION OF MEMBERSHIP

If a member of the Company dies, resigns, is expelled, is dissolved, is adjudicated a bankrupt, or suffers the occurrence of any other event which terminates the continued membership of a member in the Company as set forth in the Regulations of the Company or in Chapter 608, Florida Statutes, the remaining member(s) may, by written agreement of a majority in interest of the remaining members, continue the business of the Company.

SECTION 7 MANAGEMENT OF THE COMPANY

The Company shall be managed by a board of managers. The Company shall initially be managed by Ben Thibeau, M.D. and Paul Rosenblum, M.D., whose addresses are at 3401 PGA Blvd., Suite 300, Palm Beach Gardens, FL 33410, and who shall serve as managers until the first annual meeting of the members or until their successors are approved and qualify. Thereafter, the Company shall be managed by the number of managers determined by the members as provided in the Regulations of the Company.

SECTION 8 AMENDMENT OF ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a Super-Majority in Interest of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a Super-Majority in Interest of the members of the Company; provided, however, that Sections 1, 3 and 4 hereof may be amended by majority vote of the board of managers.

SECTION 9 REGULATIONS

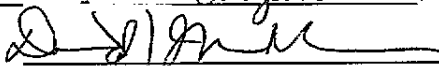
The members shall have the power to adopt, alter, amend, or repeal the Regulations of the Company containing provisions for the regulation and management of the affairs of the Company, upon the affirmative vote of such majority of the managers or members, as

the case may be, or by such Super-Majority of managers or members, as may be provided for in the Regulations. Any action may be taken by written consent of the required percentage of managers or members of the Company in lieu of a meeting.

SECTION 10
DATE OF EXISTENCE OF THE COMPANY

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of this 10th day of August, 1999.

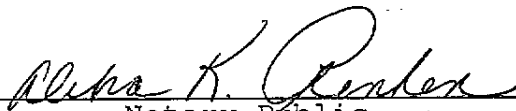


Signature of member or authorized
representative of member

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

FILED
SECRETARY OF STATE
99 AUG 12 AM 11:17

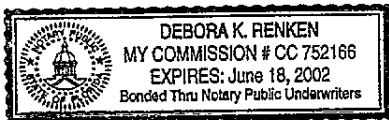
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Menkhaus, known to me to be the person who executed the foregoing Articles of Organization, this 10th day of August, 1999.



Notary Public

My Commission Expires:

State of Florida at Large



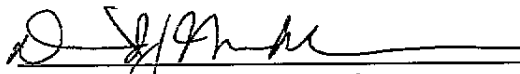
AFFIDAVIT OF MEMBERSHIP
AND
CONTRIBUTIONS
OF
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Doctors Outpatient Surgery Center of Jupiter, L.L.C. deposes and says:

1. The above named limited liability company has at least three (3) members.

2. The total amount of cash contributed by the members is not in excess of \$700,000.

3. The total amount of cash or property anticipated to be contributed by members is \$700,000. This total includes amounts from 2 above.



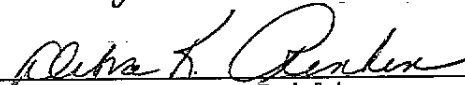
Signature of a member or authorized representative of a member.

FILED
NOTARY PUBLIC
99 AUG 12 AM 11:17

In accordance with Section 608.408(3), Florida Statute, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

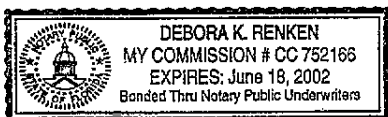
STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Menkhaus, known to me to be the person who executed the foregoing Affidavit of Membership and Contributions of Limited Liability Company, this 10th day of August, 1999.



Notary Public

My Commission Expires: State of Florida at Large



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 IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Doctors
Outpatient Surgery Center of Jupiter, L.L.C.

2. The name and address of the registered agent and office
is:

David J. Menkhaus
4800 North Federal Highway
Suite 210-A
Boca Raton, FL 33431

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 J. Menkhaus

August 10, 1999

FILED
SECRETARY OF STATE
AUG 12 AM 11:18

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

BEFORE ME, a Notary Public authorized to take acknowledgments
in the State and County set forth above, personally appeared David
J. Menkhaus, Esquire, known to me to be the person who executed the
foregoing Certificate of Designation of Registered Agent/Registered
Office, this 10th day of August, 1999.


Notary Public

My Commission Expires:

State of Florida at Large

