



THE UNITED STATES  
CORPORATION  
COMPANY

99000007724

ACCOUNT NO. : 072100000032

REFERENCE : 479775 4323655

AUTHORIZATION :

COST LIMIT : \$ 125.00

*Patricia Pizut*

ORDER DATE : November 12, 1999

ORDER TIME : 11:43 AM

ORDER NO. : 479775-010

500003042695-6

CUSTOMER NO: 4323655

CUSTOMER: Jozette V. Chack-on, Esq  
ANNIS MITCHELL COCKEY EDWARDS  
ANNIS MITCHELL COCKEY EDWARDS  
Post Office Box 3433

Tampa, FL 33601

DOMESTIC FILING

NAME: PANAMA CITY HEALTHCARE  
ADVISORS, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV 12 PM 3:56

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
PANAMA CITY HEALTHCARE ADVISORS, LLC**

1. Name. The name of this limited liability company is PANAMA CITY HEALTHCARE ADVISORS, LLC, a Florida limited liability company (the "Company").
2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles of Organization with the Florida Department of State.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The mailing and street address of the Company's principal office is NHC North Florida Regional Office, 1320 W. E. 25<sup>th</sup> Loop, Suite 103, Ocala, Florida 34471.
5. Registered Agent and Office. The name of the initial registered agent of the Company is John H. Rains, III. The street address of the initial registered agent of the Company is 201 North Franklin Street, Suite 2200, Tampa, Florida 33602.
6. Management of the Company. The management of the Company is reserved to the members and shall be managed in accordance with the Operating Agreement adopted by all of the members.
7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned executed these Articles of Organization effective as of 11/11 1999.

SOLE MEMBER:

NHC/OP, L.P., a Delaware limited partnership

By: NHC/Delaware, Inc.,  
a Delaware corporation,  
*Its General Partner*

By: Richard F. LaRoche, Jr.  
Richard F. LaRoche, Jr.  
Vice President

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## ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
John H. Rains, III

Dated: 8 Nov., 1999

3405-003-686744v1

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