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VICTORIA S. WINDELL
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July 31, 1997

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

100002274721--5
-08/22/97--01060--012
****285.00 ****285.00

RE: Women's & Children's Centers of Florida LLC

Dear Sir or Madam:

Enclosed herewith please find the following documents for your review and filing:

1. One (1) executed original and two (2) conformed copies of the Application for Foreign Limited Liability Company for Authorization to Transact Business in Florida for Women's & Children's Centers of Florida LLC;
2. One (1) Certificate of Existence for Women's & Children's Centers of Florida LLC; and
3. One (1) check made payable to the Florida Secretary of State in the amount of \$285.00 for filing fees.

We would appreciate it if you would return to us in the enclosed pre-paid envelope a certified copy of the Application once filed by you.

Please do not hesitate to contact me directly at (704) 331-1088 if you should have any questions or if there should be any problems. Thank you for your assistance.

M97-611 : Sincerely yours,

Name	9-22
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

MOORE & VAN ALLEN, PLLC

Victoria S. Windell

Victoria S. Windell

VSW:shg
219349

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 22 12:11

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

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September 17, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 22 PM 12:49

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

**RE: *Application by Foreign Corporation for Withdrawal of
Authority to Transact Business or Conduct Affairs in Florida***

Dear Sir or Madam:

Pursuant to your request, enclosed please find one (1) Unanimous Consent of the Members of Women's and Children's Centers of Florida LLC authorizing the company to use the name "Women's and Children's Centers of Florida Associates LLC" when conducting business in Florida. We have also enclosed a copy of your letter dated August 22, 1997 for your convenience.

Now that the documentation is complete, please process the Application at your earliest convenience. If you should have any questions or if there should be any problems, please do not hesitate to contact me directly at (704) 331-1088. Thank you for your assistance.

Sincerely yours,

MOORE & VAN ALLEN, PLLC

Victoria Windell

Victoria S. Windell

VSW:shg
Enclosures

cc: Steven M. Scott (w/enc)

225634



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 22, 1997

VICTORIA S. WINDELL
MOORE & VAN ALLEN, PLLC
100 NORTH TRYON STREET, 47TH FLOOR
CHARLOTTE, NC 28202-4003

SUBJECT: WOMEN'S & CHILDREN'S CENTERS OF FLORIDA LLC
Ref. Number: W97000019533

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DIVISION OF CORPORATIONS
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We have received your document for WOMEN'S & CHILDREN'S CENTERS OF FLORIDA LLC and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 797A00042581

**WOMEN'S AND CHILDREN'S CENTERS
OF FLORIDA LLC**

UNANIMOUS CONSENT OF THE MEMBERS

The undersigned, being all of the members of WOMEN'S AND CHILDREN'S CENTERS OF FLORIDA LLC, a North Carolina limited liability company (the "Company"), do consent and agree to the following:

(1) That the Company will use the name WOMEN'S AND CHILDREN'S CENTERS OF FLORIDA ASSOCIATES LLC when transacting business in the state of Florida.

This action is effective the 10th day of September 1997.

IN WITNESS WHEREOF, the undersigned have executed this consent in writing as of this 10th day of September, 1997.

SCOTT MEDICAL GROUP LLC, Member

By: Steven M. Scott

Name: Steven M. Scott

Title: Manager

Steven M. Scott

Steven M. Scott, Member

224049

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:*

1. Women's & Children's Centers of Florida LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. North Carolina
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 56-2031534
(FEI number, if applicable)
4. May 19, 1997
(Date of Organization)
5. December 2050
(Duration: Year limited liability company will cease to exist or "perpetual")
6. June 1, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2828 Croasdaile Drive
Durham, NC 27705
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Scott Medical Group LLC

Manager

2828 Croasdaile Drive

Durham, NC 27705

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Women's & Children's Centers
of Florida LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 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.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100.00

Ann. Acetuno

Signature of a member or 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.)

Filing Fee: \$250.00 for Application and Affidavit

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**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:

Women's & Children's Centers of Florida LLC

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

Sherman Podolsky

(Name)

3200 North Andrews Avenue

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Fort Lauderdale, Florida 33309

(City/State/Zip)

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DIVISION OF CORPORATIONS
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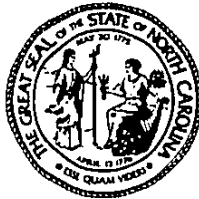
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.


(Signature)

8/8/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NORTH CAROLINA



Department of The
Secretary of State

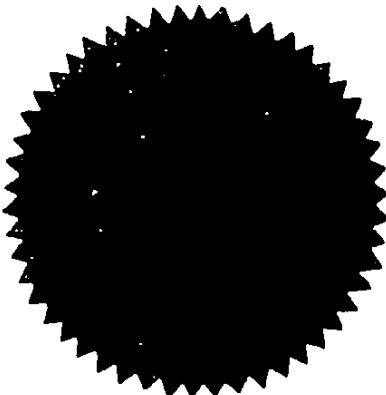
CERTIFICATE OF EXISTENCE **(Limited Liability Company)**

I, ELAINE F. MARSHALL, *Secretary of State of the State of North Carolina*, do hereby certify that

WOMEN'S & CHILDREN'S CENTERS OF FLORIDA LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 19th day of May, 1997, with a period of duration ending DEC 2050.

I FURTHER *certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of the date of this certificate.*



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 4th day of June, 1997.

Elaine F. Marshall

Secretary of State