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MJH

September 28, 2000

FEDERAL EXPRESS

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

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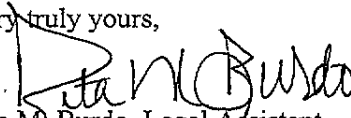
Re: Physician Realty Company, LLC, a Florida limited liability company

Dear Sir or Madam:

In connection with the organization of the above-referenced Florida limited liability company, enclosed please find the following:

1. Original and one copy of Articles of Organization and Certificate of Designation of Registered Agent/Registered Office;
2. Our firm's check in the amount of \$125, representing a \$100 filing fee and \$25 registered agent fee; and
3. A self-addressed stamped envelope in which to return a date-stamped copy of the filed Articles of Organization.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact the undersigned.

Very truly yours,

Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 29 PM 2:31

enclosures
cc: Fred R. Smith, M.D.
Mr. Phil Piasecki
MSPB-Physician Realty Company, LLC-SOS.ltr.wpd

**ARTICLES OF ORGANIZATION
OF
PHYSICIAN REALTY COMPANY, LLC**

ARTICLE I - NAME

The name of this Florida limited liability company is PHYSICIAN REALTY COMPANY, LLC (the "Company").

ARTICLE II - DURATION

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Operating Agreement.

ARTICLE III - ADDRESS

The mailing address and the street address of the principal office of the Company is 5700 Lake Worth Road, Suite 204, Lake Worth, Florida 33463.

ARTICLE IV - INITIAL REGISTERED AGENT


The name and address of the initial Registered Agent of the Company is Philip Piasecki, 5700 Lake Worth Road, Suite 204, Lake Worth, Florida 33463.

ARTICLE V - MANAGEMENT

The Company will be manager managed in accordance with the provisions of the Company's Operating Agreement.

ARTICLE VI - COMPANY EXISTENCE

The Company's existence shall be effective as of the time of the filing of these Articles of Organization with the Florida Department of State.



MITCHELL D. SCHEPPS, ESQ.
Authorized Representative of
Fred R. Smith, M.D., Member

DATE: September 28 2000.

MITCHELL D. SCHEPPS, ESQ.
Rosen & Reade, LLP
777 South Flagler Drive, Ste. 1102W
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 29 PM 2:31

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

LIMITED LIABILITY COMPANY:

PHYSICIAN REALTY COMPANY, LLC

REGISTERED AGENT AND REGISTERED OFFICE:

Philip Piasecki
5700 Lake Worth Road, Ste. 204
Lake Worth, FL 33463.

I agree to act as Registered Agent to accept service of process for the Company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties of the Registered Agent. I am familiar with and accept the obligations of the Registered Agent position.

PHIL PIASECKI

By: Mitchell D. Schepps
Mitchell D. Schepps, Esq.,
his Authorized Representative

DATE: September 28 2000.

MSPB-Physician Realty Company, LLC Articles of Organization.wpd

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