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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : SMITH HULSEY & BUSEY
Account Number : 075030000653
Phone : (904) 359-7008
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LIMITED LIABILITY COMPANY

FROG OnCare Southside, L.L.C.

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Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
FROG ONCURE SOUTHSIDE, L.L.C.**

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SMITH HULSEY & BUSEY CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned organizer, who is the authorized representative of the members of FROG OnCure Southside, L.L.C. (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is FROG OnCure Southside, L.L.C.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 3599 University Boulevard South, Jacksonville, Florida 32216.

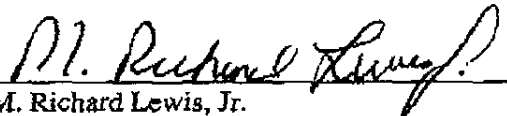
ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE IV - MANAGEMENT

The Company shall be managed by its managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on the 24th day of January, 2003.


M. Richard Lewis, Jr.
Authorized Representative

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED 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 Limited Liability Company is FROG OnCure Southside, L.L.C.
2. The name and the Florida street address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

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, Smith Hulsey & Busey hereby accepts the appointment as registered agent and agrees to act in this capacity. Smith Hulsey & Busey further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

SMITH HULSEY & BUSEY

By: M. Richard Lewis, Jr.
M. Richard Lewis, Jr.
Its Vice-President

Date: January 24, 2003

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