

5/22/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: PRIMARY CARE SPECIALISTS OF THE PALM BEACHES

AUDIT NUMBER.....H98000009678

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Primary Care Specialists of the Palm Beaches, L.C.

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:
Primary Care Specialists of the Palm Beaches, L.C.
5700 Lake Worth Road
Suite 204
Lake Worth FL 33463

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
Mitchell D. Schepps
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401

Article V. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Mitchell D. Schepps | FL Bar Member 979139
Rosen & Reade, LLP
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401
561-833-2410

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Article VI. Management

The management of the Company is reserved to the members. The name and address of each member is:

Medical Specialists of the Palm Beaches, Inc.
5700 Lake Worth Road
Suite 204
Lake Worth FL 33463

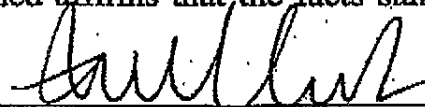
Palm Beach Health Associates, Inc.
5700 Lake Worth Road
Suite 204
Lake Worth FL 33463

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Article VII. Company Existence

The Company's existence shall begin effective as of May 22, 1998

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

	
Medical Specialists of the Palm Beaches, Inc.	Palm Beach Health Associates, Inc.
Member	Member
by L.A. Uriarte as attorney-in-fact	by L.A. Uriarte as attorney-in-fact

Date: May 22, 1998

Mitchell D. Schepps | FL Bar Member 979139
Rosen & Reade, LLP
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401
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Affidavit of Capital Contributions

LIMITED LIABILITY COMPANY:
Primary Care Specialists of the Palm Beaches, L.C.

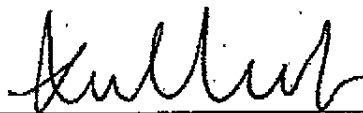
The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



Medical Specialists of the Palm Beaches, Inc. Palm Beach Health Associates, Inc.
Member Member
by L.A. Uriarte as attorney-in-fact by L.A. Uriarte as attorney-in-fact



Date: May 22, 1998

Mitchell D. Schepps | FL Bar Member 979139
Rosen & Reade, LLP
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

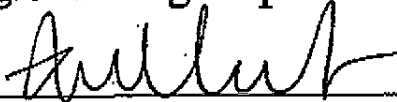
CORPORATION:

Primary Care Specialists of the Palm Beaches, L.C.

REGISTERED AGENT/OFFICE:

**Mitchell D. Schepps
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401**

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 registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Mitchell D. Schepps
by L.A. Uriarte as attorney-in-fact**

Date: May 22, 1998

**Mitchell D. Schepps | FL Bar Member 979139
Rosen & Reade, LLP
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777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401
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