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July 3, 1998

Attn: Corporations Division  
Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

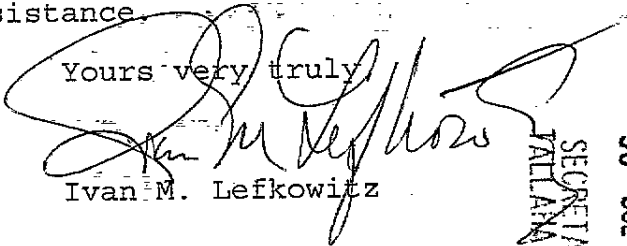
Re: EMS SOUTHEAST, LLC  
Effective Date: June 1, 1998

Dear Sir or Madam:

Enclosed are the original and duplicate copy of the Articles of Amendment to Articles of Organization of the above referenced company, changing the name of the company and restating its provisions.

Also enclosed is a check in the amount of \$105.00 to cover the \$52.50 filing fee and the \$52.50 necessary for a certified copy. Please endorse your approval of the Articles of Amendment to the Articles of Organization on the duplicate copy, and return the certified copy to my office at your earliest convenience. Thank you in advance for your assistance.

Yours very truly,



Ivan M. Lefkowitz

J. Duggan, D.P.M.

|              |                              |
|--------------|------------------------------|
| Name         | 7/16/98                      |
| Availability | dec                          |
| Document     |                              |
| Examined by  | ML:sr DCC                    |
| Enclosures   |                              |
| Updated by   | Robert J. Duggan, D.P.M. DCC |
| Updated by   |                              |
| Updated by   | DCC                          |
| Updated by   | DCC                          |
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TALLAHASSEE, FLORIDA  
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AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
EMS SOUTHEAST, L.L.C.

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the undersigned, who are all of the members of EMS SOUTHEAST, L.L.C., amend and restate the Articles of Organization of the limited liability company originally filed with the Secretary of State of Florida on June 1, 1998, and change its name, as follows:

ARTICLE I  
NAME AND ADDRESS OF BUSINESS

The name of this limited liability company shall be:

**SPECIALTY MEDICAL SERVICES, L. C.**

The mailing address and street address of its principal place of business is 11448 Willow Gardens Drive, Windermere, Florida 34786.

ARTICLE II  
DURATION

The period of this Company's duration is perpetual.

ARTICLE III  
MANAGEMENT

The business and affairs of this Company are to be managed by a manager or managers. This Company shall be initially managed by one (1) manager. The number of managers may be increased or decreased by resolution of the members amending the Regulations of the Company, but shall never be less than one (1). The name and address of the person who shall serve as manager until the first annual meeting of members or until a successor is elected and qualified is as follows:

| <u>Name(s)</u>   | <u>Address(es)</u>                                      |
|------------------|---------------------------------------------------------|
| ROBERT J. DUGGAN | 11448 Willow Gardens Drive<br>Windermere, Florida 34786 |

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ARTICLE IV  
VOTING BY MEMBERS AND MANAGERS

All votes by members or managers, if there be more than one, shall be weighted in proportion to their relative capital accounts of the Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals; however, if the capital account of all members is negative or zero, each member or manager shall have one (1) vote.

ARTICLE V  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by the written consent of the holders of not less than 70% of the then existing relative capital accounts of the Company. Contributions required of new members shall be determined as of the time of admission to this Company. A member's interest in this Company may not be sold or otherwise transferred except with written consent of the holders of not less than 70% of the then existing relative capital accounts of the Company.

ARTICLE VI  
BUSINESS CONTINUATION AND DISSOLUTION

This Company shall not be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company. This Company may be dissolved by the written consent of the holders of not less than 80% of the then existing relative capital accounts of the Company.

ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent and office for this Company is as follows:

Ivan M. Lefkowitz, Esquire  
430 North Mills Avenue  
Orlando, Florida 32803.

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ARTICLE VIII  
AMENDMENT OF ARTICLES

These Articles may be amended only by the written consent of the holders of not less than seventy five percent (75%) of the then existing relative capital accounts of the Company.

Executed by the undersigned on June 5, 1998.

  
\_\_\_\_\_  
ROBERT J. DUGGAN

  
\_\_\_\_\_  
JOY ERBE

s:l1camart.ems

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