

L98000003305

JONES
FOSTER
JOHNSTON
& STUBBS, P.A.
Attorneys and Counselors

Flagler Center Tower, Suite 1100
505 South Flagler Drive
West Palm Beach, Florida 33401
Telephone (561) 659-3000

Mailing Address
Post Office Box 3475
West Palm Beach, Florida 33402-3475
Facsimile (561) 832-1454

John B. McCracken, Esq.
Direct Dial: (561) 650-0471
Direct Fax: (561) 650-0431
E-mail: jmccracken@jones-foster.com

December 3, 1998

900002704369--5
-12/07/98--01070--002
****337.50 ****337.50

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen:

Re: Concept Medical Realty, L.C.

Enclosed are the original and a copy of the Articles of Organization and Affidavit of the captioned proposed limited liability company. Please file the originals and return the copies certified.

A check in the amount of \$337.50 is enclosed to cover the \$250.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 Registered Agent fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

FILED
98 DEC 17 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	12/19/98
Availability	dec
Document By	
Examiner	John B. McCracken
Number	DCC
Number	NAVBMM16460-81SECYSTLI
Number	Enclosures
Number	DCC
Number	DCC
Number	DCC

RL

L98000003305

W980000027519

**JONES
FOSTER
JOHNSTON
& STUBBS, P.A.**
Attorneys and Counselors

Flagler Center Tower, Suite 1100
505 South Flagler Drive
West Palm Beach, Florida 33401
Telephone (561) 659-3000

Mailing Address
Post Office Box 3475
West Palm Beach, Florida 33402-3475
Facsimile (561) 832-1454

John B. McCracken, Esq.
Direct Dial: (561) 650-0471
Direct Fax: (561) 650-0431
E-mail: jmccracken@jones-foster.com

December 15, 1998

Diane Cushing, Corporate Specialist
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32399

Dear Ms. Cushing:

Re: Concept Medical Realty, L.C., Ref. Number: W98000027519

Confirming our conversation, I enclose the original Articles of Organization of Concept Medical Realty, L.C., together with your letter of December 9, 1998. The purpose of my forwarding these documents to you is to urge that you accept the Articles of Organization for filing as requested in my earlier communication.

Please note the following:

1. The street address of the Principal Place of Business is specified in Article III.
2. The words "Mailing Address" have been added to Article III to clarify that the Principal Place of Business is also the Mailing Address.
3. The Affidavit has been amended to show that the services to be rendered, other than cash, are "management" services.

Please call if you have any question.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By _____

John B. McCracken

NAJBMA16460-8/SECYST.L2

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1998

JOHN B. MCCRACKEN
JONES FOSTER JOHNSTON & STUBBS, P.A.
P.O. BOX 3475
WEST PALM BEACH, FL 33402-3475

SUBJECT: CONCEPT MEDICAL REALTY, L.C.
Ref. Number: W98000027519

We have received your document for CONCEPT MEDICAL REALTY, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 698A00058114

ARTICLES OF ORGANIZATION
OF
CONCEPT MEDICAL REALTY, L.C.
A Florida Limited Liability Company

FILED
98 DEC 17 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby acknowledge these Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company shall be CONCEPT MEDICAL REALTY, L.C.

ARTICLE II

Duration

The period of duration of this limited liability company shall be thirty (30) years from the date of initial filing of these Articles of Organization with the Department of State of the State of Florida.

ARTICLE III

Initial Registered Office/Place of Business and Registered Agent

~~The initial Registered Office/~~
Mailing Address and
The initial Registered Office/Principal Place of Business of this limited liability company shall be 2290 Tenth Avenue North, Suite 301, Lake Worth, Palm Beach County, FL 33461-6609. The initial Registered Office of this limited liability company shall be located at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, Florida 33401, and the Registered Agent of this limited liability company at said address shall be John B. McCracken.

ARTICLE IV

Voting

Only Members who hold Voting L.C. Interests shall be entitled to vote on matters relating to the limited liability company. The vote of each Member who has Voting L.C. Interests shall be weighted in proportion to the Member's relative capital account; however, if the capital account of each such Member is negative or zero, each Member holding Voting L.C. Interests shall have one vote. "L.C. Interests" and "Voting L.C. Interests" are ownership interests in this limited liability company as further defined in the Regulations of this limited liability company.

ARTICLE V

Additional Members

Additional persons or entities may be admitted to the limited liability company as Members, and L.C. Interests or Voting L.C. Interests may be issued to those additional Members upon the written consent of the holders of a majority of the Voting L.C. Interests.

ARTICLE VI

Continuation of Business

This limited liability company shall be dissolved upon the occurrence of any of the following events: (a) the expiration of the period fixed in these Articles of Organization; (b) the written consent of a majority of the Voting L.C. Interests; (c) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in this limited liability company, unless the business of the limited liability company is continued by consent of a majority of the remaining Voting L.C. Interests within ninety (90) days of the occurrence of that event.

ARTICLE VII

Management

This limited liability company shall be managed by a Manager and the name and address of such Manager is:

Warren Keipper
Concept Medical Diagnostic Center, Inc.
2290 Tenth Avenue North, Suite 301
Lake Worth, FL 33461

The Manager shall serve as such until he is replaced by a majority of the Voting L.C. Interests. Although such Manager shall be a Member and hold L.C. Interests, he shall not, without unanimous consent of the Voting L.C. Interests, hold Voting L.C. Interests or have the right to vote in matters relating to the limited liability company.

ARTICLE VIII

Amendment

This limited liability company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by law.

ARTICLE IX

Commencement

This limited liability company shall commence its existence upon filing with the Department of State of the State of Florida.

FILED
98 DEC 17 AM 1:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE X

Regulations

The Members of this limited liability company have adopted Regulations which contain provisions for the regulation and management of the affairs of this limited liability company and which set forth the relationships of the Members to one another, and contain restrictions upon the transfer of the L.C. Interests of each Member in this limited liability company.

IN WITNESS WHEREOF, the undersigned Members of this limited liability company have executed these Articles of Organization on the date shown below.



Dale W. Gunn, M.D.



Steven D. Needell, M.D.



Warren C. Keipper

FILED
98 DEC 17 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

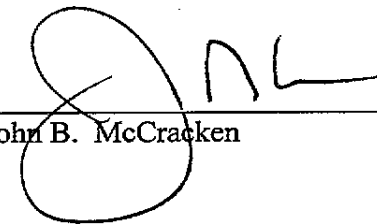
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
98 DEC 17 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONCEPT MEDICAL REALTY, L.C., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, FL 33401, has named John B. McCracken, located at said address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to company with the provisions of all statutes relative to the proper and complete performance of my duties.



John B. McCracken

NAJBM16460-8\ARTICLES.LLC

**AFFIDAVIT TO ACCOMPANY ARTICLES OF ORGANIZATION OF
CONCEPT MEDICAL REALTY, L.C.**

A Florida Limited Liability Company

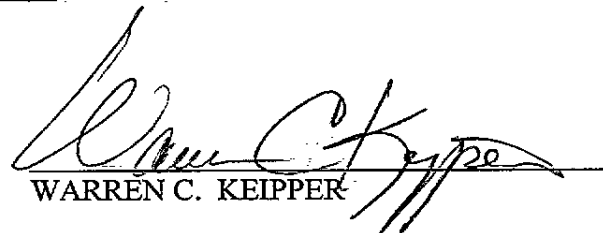
STATE OF FLORIDA
COUNTY OF PALM BEACH

FILED
98 DEC 17 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


The undersigned, WARREN C. KEIPPER, a Member of CONCEPT MEDICAL REALTY, L.C., being duly sworn, does hereby depose and say:

1. I am over the age of 18 years, competent to testify and have taken an oath.
2. CONCEPT MEDICAL REALTY, L.C., has three (3) members.
3. The total amount of cash to be contributed by the Members is \$128,000.00.
4. The agreed value of ^{management} property or services other than cash contributed by members is \$14,220.00.
5. The total amount of cash or property or services anticipated to be contributed by members is \$142,220.00. This total includes amounts from items 3 and 4 above.

Dated this 27th day of NOVEMBER, 1998.


WARREN C. KEIPPER

The foregoing instrument was acknowledged before me by WARREN C. KEIPPER, a Member of CONCEPT MEDICAL REALTY, L.C., a Florida limited liability company, on behalf of said limited liability company, who is personally known to me or who produced a driver's license as identification, this 27 day of November 1998.


NOTARY PUBLIC, State of Florida
My Commission Expires:
(NOTARY SEAL)