

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

285.00 F.F.

3/16/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	_____	_____	_____

WALK-IN 5/16 11:00
 Will Pick Up _____

RE: Raymond A. Allen
L.C. No 52654
 96 MAY -6 PM 2:10

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF ORGANIZATION
OF**

PROPHECY GROUP, L.C.

FILED

06 MAY -6 PM 2:10

**RECORDS DEPARTMENT
TALLAHASSEE, FLORIDA**

The undersigned subscribers, being the organizers of these Articles of Organization, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

**ARTICLE I
NAME**

The name of this limited liability company shall be PROPHECY GROUP, L.C..

**ARTICLE II
DURATION**

This limited liability company shall exist no longer than thirty (30) years from the date of filing with the Department of State.

**ARTICLE III
PURPOSE AND POWERS**

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608, Florida Statutes.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company is at 1005 West College Boulevard, Suite A, Niceville, Florida 32578. The mailing address of the limited liability company is 1005 West College Boulevard, Suite A, Niceville, Florida 32578.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 5 Clifford Drive, Shalimar, Florida 32579 and the name of the initial registered agent at that address is Daniel C. Perri.

ARTICLE VI
CAPITAL

The capital of the limited liability company shall exist in real and/or personal property located in Niceville, Florida and having a value of one million one hundred thousand (\$1,100,000.00) dollars.

ARTICLE VII
MANAGEMENT

The name and address of the initial manager of the limited liability company is as follows:

Michael A. Harris
1005 West College Boulevard
Suite A
Niceville, Florida 32578

Management shall be by the person above named until such time as his death, resignation, incapacity or a majority of the members vote to remove him. A new manager or managers may be elected by a vote of a majority of the members. In the event that two or more persons should become managers then majority vote of the managers shall control.

ARTICLE VIII
INITIAL MEMBERS

There are two or more initial members of the limited liability company. The names and addresses of the initial members of this limited liability company are as follows:

Michael A. Harris
1005 West College Boulevard
Suite A
Niceville, Florida 32578

Michael A. Harris M.D.P.A. Pension Plan
1005 West College Boulevard
Suite A
Niceville, Florida 32578

Mark S. Calkins M.D.P.A. Retirement Plan and Trust
550 Twin Cities Boulevard
Niceville, Florida 32578

Bone and Joint Clinic Profit Sharing Plan and Trust
194 Redstone Avenue
Crestview, Florida 32536

Gregory W. Turner
4400 East Highway 20
Niceville, Florida 32578

ARTICLE IX **ADDITIONAL MEMBERS**

The members of the limited liability company shall have the right to admit additional members upon a vote of the majority of the existing members.

ARTICLE X **DISSOLUTION**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.


ARTICLE XI
TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.


IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, have hereunto set their hands and seals on this the 31 day of May, 1996, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.



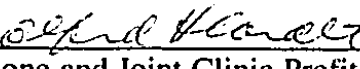
Michael A. Harris
Member




Michael A. Harris M.D.P.A. Pension Plan
By: Michael A. Harris, Trustee
Member



Mark S. Calkins M.D.P.A. Retirement Plan and Trust
By: Mark S. Calkins, Trustee
Member



Bone and Joint Clinic Profit Sharing Plan and Trust
By: Alfred H. Cardet, Trustee
Member




Gregory W. Turner
Member

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 3rd day of May, 1996 and who personally appeared Michael A. Harris, who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 3rd day of May, 1996.


Cindy Fuqua Meyer
NOTARY PUBLIC
My commission expires:

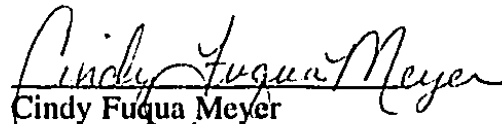


CINDY FUQUA MEYER
My Commission CO312488
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 3rd day of May, 1996 and who personally appeared Michael A. Harris M.D.P.A. Pension Plan, by Michael A. Harris, Trustee, who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 3rd day of May, 1996.


Cindy Fuqua Meyer
NOTARY PUBLIC
My commission expires:

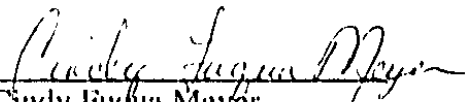



CINDY FUQUA MEYER
My Commission CO312488
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 3rd day of May, 1996 and who personally appeared Mark S. Calkins M.D.P.A. Retirement Plan and Trust, by Mark S. Calkins, Trustee, who has produced a valid driver's license as identification and did take an oath.

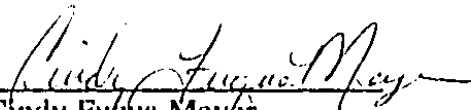

WITNESS my hand and official seal in the State and County last aforesaid this 3rd day of May, 1996.


Cindy Fuqua Meyer
NOTARY PUBLIC
My commission expires:  FUQUA MEYER
My Commission CC312488
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 3rd day of May, 1996 and who personally appeared Bone and Joint Clinic Profit Sharing Plan and Trust, by Alfred H. Cardet, Trustee, who has produced a valid driver's license as identification and did take an oath.

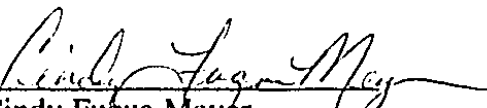

WITNESS my hand and official seal in the State and County last aforesaid this 3rd day of May, 1996.


Cindy Fuqua Meyer
NOTARY PUBLIC
My commission expires:  CINDY FUQUA MEYER
My Commission CC312488
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 3rd day of May, 1996 and who personally appeared Gregory W. Turner, who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 3rd day of May, 1996.

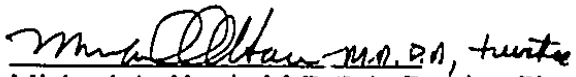

Cindy Fuqua Meyer
NOTARY PUBLIC
My commission expires:  CINDY FUQUA MEYER
My Commission CC312488
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555

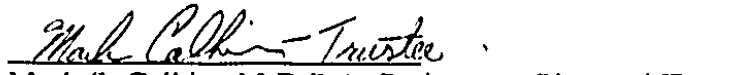
FILED
JAN 11 1991
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

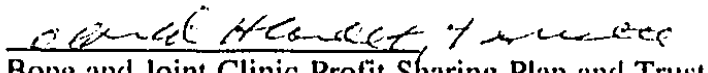
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

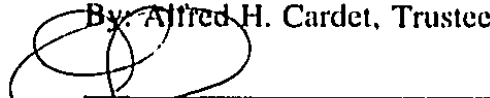
Pursuant to Section 608.415, Florida Statutes, the following is submitted: Prophecy Group, L.C., desiring to organize under the laws of the State of Florida with its principal place of business at 1005 West College Boulevard, Niceville, Florida 32578, has named Daniel C. Perri as its agent to accept service of process within the State of Florida and whose address is 5 Clifford Drive, Shalimar, Florida 32579.


Michael A. Harris, Member

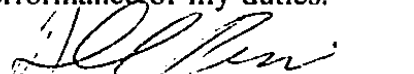

Michael A. Harris M.D.P.A. Pension Plan
By: Michael A. Harris, Trustee, Member


Mark S. Calkins M.D.P.A. Retirement Plan and Trust
By: Mark S. Calkins, Trustee, Member


Bone and Joint Clinic Profit Sharing Plan and Trust
By: Alfred H. Cardet, Trustee, Member


Gregory W. Turner, Member

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


Daniel C. Perri
Registered Agent

FILED

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF OKALOOSA

96 MAY -6 PM 2:10

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

We, the undersigned members of Prophecy Group, L.C., after being duly sworn, do depose and state the following:

1. There are at least two (2) members of Prophecy Group, L.C.
2. Capital contribution to Prophecy Group, L.C. is as follows:

<u>Names and Addresses of Members</u>	<u>Initial Capital Contributions</u>	<u>Units</u>
Michael A. Harris 1005 West College Boulevard Suite A Niceville, Florida 32578	\$440,000.00	2
Michael A. Harris M.D.P.A. Pension Plan 1005 West College Boulevard Suite A Niceville, Florida 32578	\$110,000.00	1/2
Mark S. Calkins M.D.P.A. Retirement Plan and Trust 550 Twin Cities Boulevard Niceville, Florida 32578	\$110,000.00	1/2
Bone and Joint Clinic Profit Sharing Plan and Trust 194 Redstone Avenue Crestview, Florida 32536	\$220,000.00	1
Gregory W. Turner 4400 East Highway 20 Niceville, Florida 32578	\$220,000.00	1

The value of the total contributions to Prophecy Group, L.C. is \$1,100,000.00.

3. There is no contribution of property other than that listed in paragraph 2 above.

MEMBER:

Michael A. Harris
Michael A. Harris, Member

Michael A. Harris M.D.P.A. trustee
Michael A. Harris M.D.P.A. Pension Plan
By: Michael A. Harris, Trustee, Member

Mark S. Calkins - Trustee
Mark S. Calkins M.D.P.A. Retirement Plan and Trust
By: Mark S. Calkins, Trustee, Member

Alfred H. Cardet, Trustee
Bone and Joint Clinic Profit Sharing Plan and Trust
By: Alfred H. Cardet, Trustee, Member

Gregory W. Turner
Gregory W. Turner, Member

Sworn to and subscribed by Michael A. Harris before me on May 3, 1996.

Cindy Fuqua Meyer
Cindy Fuqua Meyer
My commission expires:



CINDY FUQUA MEYER
My Commission CC312488
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555

Sworn to and subscribed by Michael A. Harris M.D.P.A. Pension Plan by
Michael A. Harris before me on May 3, 1996.

Cindy Fuqua Meyer
Cindy Fuqua Meyer
My commission expires:



CINDY FUQUA MEYER
My Commission CC312488
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555

Sworn to and subscribed by Mark S. Calkins M.D.P.A. Retirement Plan and
Trust by Mark S. Calkins, Trustee before me on May 3, 1996.

Cindy Fuqua Meyer
Cindy Fuqua Meyer
My commission expires:



CINDY FUQUA MEYER
My Commission CC312488
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555

Sworn to and subscribed by Bone and Joint Clinic Profit Sharing Plan and Trust by Alfred H. Cardet, Trustee before me on May 3, 1996.

Cindy Fuqua Meyer
Cindy Fuqua Meyer
My commission expires:



CINDY FUQUA MEYER
My Commission CO312408
Expires Sep. 01, 1997
Bonded by HAI
800-422-1655

Sworn to and subscribed by Gregory W. Turner before me on May 3, 1996.

Cindy Fuqua Meyer
Cindy Fuqua Meyer
My commission expires:



CINDY FUQUA MEYER
My Commission CO312408
Expires Sep. 01, 1997
Bonded by HAI
800-422-1655