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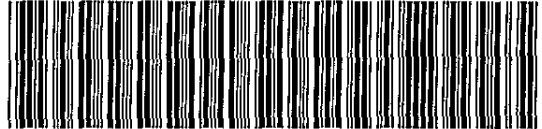
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PROCESS SECOND
QUALITY MEDICAL MANAGEMENT, INC.

* * MTE: Please Process AFTER * *

December 27, 2002

PROCESSING THE
EIGHT NEW L.C.'S

VIA EXPRESS MAIL

Florida Department of State
Registration Section, Limited Liability Companies
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendments and Restated Articles of Organization For Several Limited Liability Companies.

Dear Sirs:

Enclosed please find an original and a copy of 4 sets of Amendments and Restated Articles of Organization for 4 different limited liability companies. These Amendments were prepared by our firm's lawyer, Judson L. Owen, Esq. Please note that each of the amendments contain a specified time and date for the amendments to be effective. The enclosed Amendments (with copies and Resident Agent Certificates) are as follows:

- | | |
|---|--|
| 1. Miami Emergency Medicine Specialists, L.C. | 4. Palmetto Emergency Medicine Specialists, L.C. |
| 2. Miami Beach Emergency Medicine Specialists, L.C. | 5. _____ |
| 3. Emergency Medicine Specialists of Hialeah, L.C. | 6. _____ |
| | 7. _____ |

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Please file these Amendments and certify the enclosed copies and send them back to me together with a status certificate. My address is as follows:

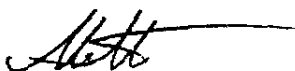
Mr. Steven Stern, CFO
Quality Medical Management, Inc.
3900 Hollywood Boulevard, Suite 101
Hollywood, Florida 33021

We are enclosing a check in the amount of \$ 240 payable to the Florida Secretary of State to cover: (i) the filing fee for the Amendments; (ii) the cost of a certified copy; and (iii) for a certificate of status.

If you have any questions about any of this, please do not hesitate to contact me at the telephone number set forth below. Thank you very much for your attention and cooperation.

Very truly yours,

Quality Medical Management, Inc.



Steven Stern, CFO

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
MIAMI BEACH EMERGENCY MEDICINE SPECIALISTS, L.C.

The undersigned certifies and declares that the undersigned is signing and filing these Amended and Restated Articles of Organization for the purpose of amending and restating the Articles of Organization of Miami Beach Emergency Medicine Specialists, L.C., a limited liability company existing under the laws of the State of Florida. It is further certified and declared that the following amended and restated Articles shall serve as the charter and authority for the conduct of business of Miami Beach Emergency Medicine Specialists, L.C.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the limited liability company shall be Miami Beach Emergency Medicine Specialists, L.C., and its mailing address and its principal office shall be located at 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021, in the County of Broward, in the State of Florida; but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

To engage in any activity or business authorized under the Florida Statutes.

ARTICLE III

EFFECTIVE DATE OF LIMITED LIABILITY COMPANY'S EXISTENCE

The limited liability company's effective date of existence began on July 22, 2002, and the date of filing of its Articles with the Florida Department of State was July 26, 2002.

ARTICLE IV

DURATION

The period of duration of the limited liability company shall be perpetual.

ARTICLE V

MANAGEMENT OF THE LIMITED LIABILITY COMPANY

This limited liability company is to be member managed. The name and address of the entity who shall serve as managing member until the next annual meeting of members or until a successor is elected and qualified is as follows: Miami Beach EMS, MM, L.C., a Florida limited liability company, whose address is 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021.

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1/1/03

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

The members, by a vote of a majority in interest of the members entitled to vote, shall have the right to admit additional members as provided by the Florida Limited Liability Company Act, as same may be amended from time to time.

ARTICLE VIII

EFFECTIVE DATE OF THESE AMENDED AND RESTATED ARTICLES

The effective date of these amended and restated Articles shall be January 1, 2003, at 12:00:01 a.m., EST.

ARTICLE IX

MEMBERS' RIGHTS TO CONTINUE BUSINESS

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation, or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the limited liability company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the limited liability company shall be continued without the dissolution and without any affirmative action or requirement on the part of the members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is at 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021. The name of the limited liability company's initial registered agent at that office is Mr. Steven Stern.

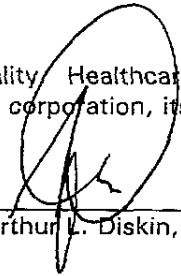
The undersigned being the managing member of the limited liability company, certifies that this instrument as amended and restated herein constitutes the Articles of Organization of Miami Beach Emergency Medicine Specialists, L.C.

Executed by the undersigned managing member at Hollywood, Florida.

Miami Beach EMS MM, L.C. a Florida limited liability company, its managing member

By: Quality Healthcare LLLP, A Delaware limited liability limited partnership, its sole member

By: Quality Healthcare Holdings, Inc. a Delaware corporation, its General Partner

By:  (SEAL)
Arthur L. Diskin, M.D., President

**STATEMENT AND CERTIFICATE
DESIGNATING REGISTERED AGENT AND OFFICE**

State of Florida
County of Broward

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Miami Beach Emergency Medicine Specialists, L.C.

The name of the registered agent for Miami Beach Emergency Medicine Specialists, L.C., is Steven Stern, and the street address of the company's principal office where the agent is located is 3900 Hollywood, Boulevard, Suite 101, Hollywood, Florida 33021.

This Statement is to acknowledge, as indicated above, that Miami Beach Emergency Medicine Specialists, L.C., has appointed me, Mr. Steven Stern, as its registered agent to accept service of process for the company at the place designated above in this Certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 12/27/02

Steven Stern
Steven Stern

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IN
OFFICE OF
SECRETARY OF STATE
CORPORATIONS
DIVISION
DEC 30 AM 9:27

The foregoing instrument was acknowledged before me this 27TH day of December, 2002, by Steven Stern, resident agent on behalf of Miami Beach Emergency Medicine Specialists, L.C., a Florida limited liability company. Mr. Steven Stern is personally known to me or has produced a Florida Drivers License as identification.

My commission expires:

Linda Ford
Notary Public, State of Florida at Large

