

ALLAN M. GLASER, P.A.
Biscayne Centre
Suite 807
11900 Biscayne Boulevard
Miami, Florida 33181

TELEPHONE (305) 893-5999
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Registration Section
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

700003104907--8
-01/20/00--01038--012
*****285.00 *****125.00

Dear Sir or Madam:

1. Articles of Organization for INTERNAL MEDICINE ASSOCIATES OF MIAMI BEACH, LLC, a Florida Limited Liability Company
2. Certificate of Designation of Registered Agent and Office
3. A check payable to the Florida Department of State in the amount of \$285.00 for the filing fee for the Articles of Organization and Certificate of Designation of Registered Agent.

Cordially yours,

FILED
00 JAN 20 AM 10:08
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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Upgr

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

INTERNAL MEDICINE ASSOCIATES OF MIAMI BEACH, LLC.

ARTICLE II - Address:

The mailing address and street of the principal office of the Limited Liability Company is:

4302 Alton Road, Suite 830 Miami Beach, Fl 33140

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members, and the name(s) and address(es) of the managing member(s) are:

ANDREW J. FORSTER, MD 4302 Alton Road, Suite 830 Miami, Fl 33140

JAY E. REINBERG, MD 4302 Alton Road, Suite 830 Miami, Fl 33140

JOSE L. VAZQUEZ, MD 4302 Alton Road Suite 830 Miami, Fl 33140

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

By unanimous agreement of the current members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of remaining members of the Limited Liability Company to continue the business on the death, retirements, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member in the Limited Liability Company shall be:

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Articles of Organization for
INTERNAL MEDICINE ASSOCIATES OF MIAMI BEACH, LLC. / Page 2

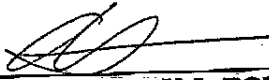
Surviving members may continue the business.

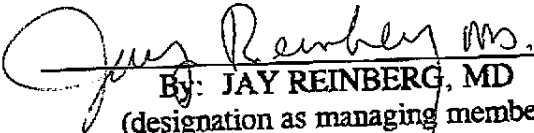
ARTICLE VII - Registered Agent


The street address of the initial registered office of the corporation shall be 11900 Biscayne Boulevard, Suite 807, Miami, Florida 33181, and the name of the initial registered agent of the corporation at that address is Allan M. Glaser.

The undersigned authorized member of INTERNAL MEDICINE ASSOCIATES OF MIAMI BEACH, LLC hereby executes these Articles of Organization on this 17 day of January 2000.

INTERNAL MEDICINE ASSOCIATES OF MIAMI BEACH, LLC.


By: ANDREW J. FORSTER, MD
(designation as managing member)


By: JAY REINBERG, MD
(designation as managing member)


By: JOSE L. VAZQUEZ
(designation as managing member)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMIT THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

INTERNAL MEDICINE ASSOCIATES OF MIAMI BEACH, LLC.

2. The name and the Florida street address of the registered agent are:

ALLAN M. GLASER, ESQ.
11900 BISCAYNE BOULEVARD
SUITE 807
N. MIAMI, FLORIDA 33181

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the 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.



SIGNATURE

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