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AKERMAN SENTERPITT

FAX NO. 9047983730

Division of Corporations

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LIMITED LIABILITY COMPANY

MedCare Management Systems, LLC

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**ARTICLES OF ORGANIZATION****OF****MedCare Management Systems, LLC**

Pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (1999), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I  
NAME**

The name of this limited liability company (the "Company") shall be MedCare Management Systems, LLC.

**ARTICLE II  
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be 501 Samuel Wells Medical Complex, 3599 University Boulevard South, Jacksonville, Florida 32216.

**ARTICLE III  
REGISTERED AGENT**

The initial registered office of this Company shall be 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202, and its initial registered agent at such office shall be MOTOLAW, Inc.

**ARTICLE IV  
MANAGEMENT OF THE COMPANY**

This Company will be a manager-managed company managed by one of its members in accordance with and subject to the requirements of the Act and the regulations of this Company.

IN WITNESS WHEREOF, the undersigned, being the Managing Member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act, this 6th day of March, 2000.

  
\_\_\_\_\_  
Scott B. Baker, M.D., Managing Member

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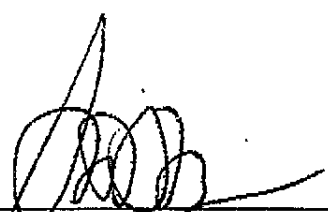
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1999), as amended from time to time (the "Act"), the following is submitted:

MedCare Management Systems, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates MOTOLAW, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

DATED this 6th day of March, 2000.

  
\_\_\_\_\_  
Scott B. Baker, M.D., Managing Member

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

DATED this 6th day of March, 2000.

MOTOLAW, INC., a Florida corporation

By: 

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