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Heather Gilchrist

Of Counsel

Also Admitted in Indiana, Illinois and Ohio

Toll Free No. (888) 204-3270

March 21, 2000

Florida Department of State

Division of Corporations

P. O. Box 6327

Tallahassee, Florida 32314

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***125.00 ***125.00

Re: **BERTRAM ENTERPRISES, L.L.C.**

Dear Staff Member:

Enclosed herewith is our firm's check in the amount of \$125 representing the cost to file the following documents. An original and one copy of each is attached.

1. Articles of Organization of BERTRAM ENTERPRISES, L.L.C.
2. Certificate of Designation of Registered Agent/Registered Office.

Also enclosed is a self-addressed, stamped envelope for your convenience in returning a copy of these documents evidencing filing.

If you should have any questions, please do not hesitate to contact this office.

Sincerely,



Carolyn B. Magarro

Legal Assistant to Heather Gilchrist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

ARTICLES OF ORGANIZATION
OF
BERTRAM ENTERPRISES, L.L.C..

We, the undersigned, do hereby certify that we have associated together for the purpose of forming a limited liability company under the State of Florida.

ARTICLE 1
Name

The name of the limited liability company shall be **BERTRAM ENTERPRISES, L.L.C.**

ARTICLE II
Address and Place of Business

The mailing address and principal place of business for the limited liability company

BERTRAM ENTERPRISES, L.L.C.
4435 Dover Court
Unit 702
Naples, Florida 34105

ARTICLE III
Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

ARTICLE IV
Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE V
Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is H. Morton Bertram III., M.D., 4435 Dover Court, Unit 702, Naples, Florida 34105.

ARTICLE VI
Capital Contributions

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VII
Additional Capital Contributions

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VIII
Admission of New Members

No additional members shall be admitted to the Company except with the approval of a two-thirds membership interest of the members of the Company and on such terms and conditions as shall be outlined in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless a two-thirds vote of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer, which votes shall be allocated in accordance with their membership interests.

ARTICLE IX
Termination of Existence

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, on the occurrence of any other event that terminates the continued membership of a

member in the Company, or the passage of ten days after the disposition of substantially all of the Company's assets and no other assets are acquired, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member. Notwithstanding the above, the Company shall be dissolved upon the written consent of all the members.

ARTICLE Management

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company is H. Morton Bertram III, M.D., 4435 Dover Court, Unit 702, Naples, Florida 34105.

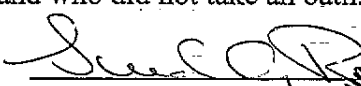
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, this 17 day of March, 2000.


H. Morton Bertram, M.D.

STATE OF FLORIDA
COUNTY OF COLLIER

SWORN TO AND SUBSCRIBED before me, this 17 day of March, 2000 by
H. Morton Bertram, M.D., who is personally known to me or who has produced
as identification and who did not take an oath.

(SEAL)


Notary Public

Print, Type, or Stamp Commissioned Name of Notary

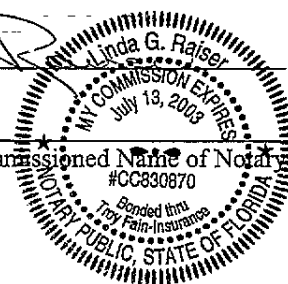


EXHIBIT A
TO
ARTICLES OF ORGANIZATION
FOR
BERTRAM ENTERPRISES, LLC

Initial Contribution:

The initial contribution to the capital of BERTRAM ENTERPRISES, L.L.C., by its members is as follows:

<u>Member</u>	<u>Cash</u>
H. Morton Bertram III, M.D.	\$200.00

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: **BERTRAM ENTERPRISES, L.L.C.**
2. The name and address of the registered agent and office is:

H. Morton Bertram, M.D.
4435 Dover Court
Naples, Florida 34105

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.

Dated this 27 day of March, 2000.


H. Morton Bertram, M.D.

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