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Estate Planning and
Administration with
Family Values and
Protection in Mind

May 18, 2000

Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

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-05/19/00--01039--005
****133.75 ****130.00

Re: Articles of Organization of Port Orange Medical Center, L.C.

Dear Sir or Madam:

Please find our check in the amount of \$133.75 to cover the following fees and charges for the enclosed Articles of Organization:

New Florida LC - Filing Fee	\$100.00
Registered Agent Fee	\$ 25.00
Certified Copy	\$ 8.75

Also, please find a copy of the Articles of Organization to be certified and returned in the Self Addressed Stamped Envelope provided. Should you have any questions or need additional information please don't hesitate to contact us. Thank you for your assistance in this matter.

With best regards,

Troy L. Egeberg

Troy L. Egeberg, Secretary to
Robert M. Holland, Esq.

/tle

Enclosure

FILED
MAY 19 / 11 8 49
DEPT. OF STATE
TALLAHASSEE, FLORIDA

mtu
5/24

**ARTICLES OF ORGANIZATION
OF
PORT ORANGE MEDICAL CENTER, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Article of Organization.

ARTICLE I. NAME

The name of the limited liability company shall be PORT ORANGE MEDICAL CENTER, L.C. ("Company"). The principal place of business of this Company shall be *802 Sterthaus Avenue, Ormond Beach, Florida 32174*.

ARTICLE II. DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization.

ARTICLE III. PURPOSES AND POWERS

The general purpose for which the Company is organized is *the development and sale of medical professional office units* and to transact any other lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida or any other state or country in which the Company is doing business.

FILED
00 MAY 19 AM 8:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is *Michael K. Makowski, M.D., 802 Sterthaus Avenue, Ormond Beach, Florida 32174.*

ARTICLE V. CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash and/or property set forth in the Affidavit attached hereto marked Schedule "A" which shall be deemed the "Initial Capital Contributions". Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VI. MEMBERS

The names and addresses of the Members of the company are:

Michael K. Makowski, M.D., 802 Sterthaus Avenue, Ormond Beach, FL 32174.

Kenneth L. Cate, M.D., 730 Dunlawton Avenue, Port Orange, FL 32127

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement 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 all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

FILED
00 MAY 19 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.


ARTICLE VIII. MANAGEMENT

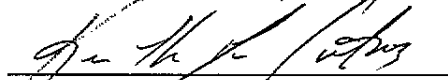
The Company shall be managed by an Operating Manager in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with Florida law or these Articles of Organization. The name and address of the initial Operating Managers of the company, who shall serve as Operating Managers until the first annual meeting of members or until their successors are elected and qualified are:

Michael K. Makowski, M.D., 802 Strethaus Avenue, Ormond Beach, Florida 32174.

Kenneth L. Cate, M.D., 730 Dunlawton Avenue, Port Orange, Florida 32127

IN WITNESS WHEREOF, the undersigned Members have made and subscribed these Articles of Organization in Volusia County, Florida for the forgoing uses and purposes this 17th day of MAY, 2000..


Michael K. Makowski, M.D., MEMBER


Kenneth L. Cate, M.D., MEMBER

SCHEDULE A

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared *Michael K. Makowski*,
M.D., a member of PORT ORANGE MEDICAL CENTER, L.C. , did depose and say:

1. The above named Company has at least two (2) Members.
2. The total amount of cash contributed by the Members is
3. The agreed value of property other than cash, if any, contributed by Members is
NONE, a description of the property being attached hereto and made a part hereof.
4. The total amount of cash and/or property anticipated to be contributed by members is
This total includes amounts from items 2 and 3 above.

FURTHER YOUR AFFIANT SAYETH NOT.

Michael K. Makowski
Michael K. Makowski, M.D., MEMBER

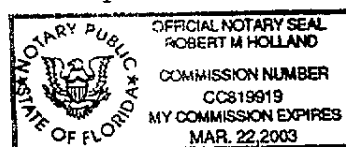
FILED
00 MAY 19 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 17th day of MAY, 2000, by
Michael K. Makowski, M.D. who is personally known to me or who has produced a driver's
license as identification and who did take an oath.

Robert M. Holland

Notary Public, State of Florida
My Commission expires:

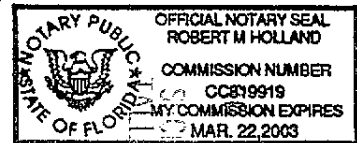


STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 17th day of MAY, 2000., by *Michael K. Makowski* and *Kenneth L. Cate, M.D.*, to me well known to be the Members of the above limited liability company and who subscribed the above Articles of Organization, and who are personally known to me or who have produced a driver's license as identification and who did not take an oath.




Notary Public, State of Florida
My Commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated Company at the place designated in these Articles and being familiar with the obligations associated therewith, I hereby accept the appointment as registered agent and agree to act in this capacity and to comply with the provision of Florida law relative to the proper and complete performance of my duties.

By: 
Michael K. Makowski, M.D., Resident Agent