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MJH

May 30, 2000

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VIA FEDERAL EXPRESS
Secretary of State of Florida
New Filings/Limited Liability Companies
409 East Gaines Street
Tallahassee, Florida 32399

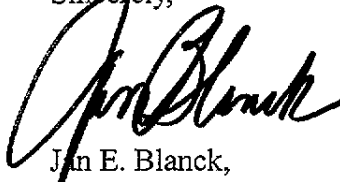
Re: MD-America.com, L.C.

Ladies and Gentlemen:

Enclosed are Articles of Organization, in duplicate, as prepared for the above-referenced proposed Florida limited liability company. Also enclosed is our check in the amount of \$155.00 in payment of filing fees and a certified copy of the Articles of Organization. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to William J. Spratt, Jr.

60 JUN -2 AM 9:22
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: William J. Spratt, Jr., Esq.

**ARTICLES OF ORGANIZATION
OF
MD-AMERICA.COM, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

00:11:22
DIVISION 1
MAY 30 2000

The undersigned, acting as organizer and as a member or authorized representative of a member of **MD-America.com, L.C.**, under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE I.
NAME**

The name of this limited liability company (the "Company") is **MD-America.com, L.C.**

**ARTICLE II.
ADDRESS**

The mailing and street address of the principal office of the Company shall be 1200 South Pine Island Road, Suite 320, Plantation, FL 33324.

**ARTICLE III.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131, and the registered agent for the Company at that address shall be William J. Spratt, Jr.

**ARTICLE IV.
COMMENCEMENT AND DURATION**

Except as provided in the Company's Operating Agreement (the "Operating Agreement"), the duration of the Company shall be perpetual and shall commence on May 30, 2000.

ARTICLE V.
PURPOSE AND POWERS

This Company is organized with a general business purpose, except as limited by the Operating Agreement, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

ARTICLE VI.
MANAGEMENT

The management of the Company is reserved to its Members.

ARTICLE VII.
ADMISSION OF NEW MEMBERS

The Company may admit new Members only upon the approval of a majority of current Members, provided that each new Member assents to the terms of and executes the Operating Agreement.

ARTICLE VIII.
DISSOLUTION

Pursuant to Florida Statutes § 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

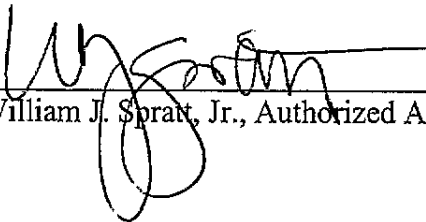
ARTICLE IX.
**AMENDMENT OF ARTICLES OF ORGANIZATION
AND OPERATING AGREEMENT**

Except as otherwise provided in the Operating Agreement, these Articles of Organization and the Operating Agreement may only be amended by a vote of the Members who hold at least a majority of the then-outstanding membership units of the Company.

ARTICLE X.
RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 30th day of May, 2000.



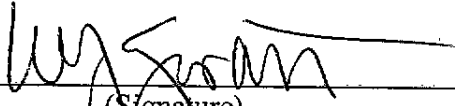
William J. Spratt, Jr., Authorized Agent

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE
OF
MD-AMERICA.COM, L.C.**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is MD-America.com, L.C.
2. The name and address of the registered agent and office are William J. Spratt, Jr., c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

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)

May 30, 2000