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June 29, 2000

ATLANTA
CHICAGO
NEW YORK

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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ALAN B. WYNNIE
KRISTEN A. YADLOSKY

Re: Articles of Organization for Rose Marie Schultz, M.D.,
LLC
AK&L File No. 2449.0019000

Dear Madam or Sir:

Enclosed are the following documents in connection with the organization of
Rose Marie Schultz, M.D., LLC:

1. An original and one (1) copy of the Articles of Organization and
Acceptance of Registered Agent for Rose Marie Schultz, M.D., LLC;
2. A check from this law firm in the amount of \$155.00, representing the
\$100 filing fee, the \$25 designation of registered agent fee and the \$30
fee for a certified copy of the Articles of Organization; and
3. A pre-addressed federal express package.

Please file the Articles of Organization and return the certified copy to the
undersigned as soon as possible in the enclosed pre-addressed federal express
package. Please feel free to contact me at 770-226-1331 with any questions.

Altman, Kritzer & Levick, P.C.
6400 Powers Ferry Road, N.W. • Suite 224 • Atlanta, Georgia 30339 • (770) 955-3555

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** Admitted CA Bar Only
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++ Admitted TX Bar Only

RETIREMENT PLAN
ADMINISTRATION
CYNTHIA A. GROSZKIEWICZ
ACTUARY

FILED
00 JUN 30 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Florida Department of State
June 29, 2000
Page 2 of 2

Thank you for your assistance with this matter.

Very truly yours,

M. Suzanne Howard
M. Suzanne Howard

MSH/meb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION
OF
ROSE MARIE SCHULTZ, M.D., LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Limited Liability Company is "Rose Marie Schultz, M.D., LLC" ("Company").

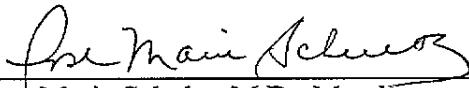
ARTICLE II

The mailing address of the initial principal office of the Company is 1703 Lewis Turner Blvd., Ft. Walton Beach, Florida 32547.

ARTICLE III

The Florida street address of the initial registered office of the Company is 1703 Lewis Turner Blvd., Ft. Walton Beach, Florida 32547. The initial registered agent of the Company at such address is Rose Marie Schultz, M.D.

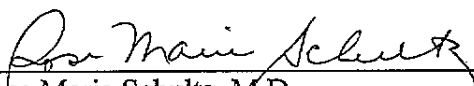
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 27th day of June, 2000. Pursuant to Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Rose Marie Schultz, M.D., Member

ACCEPTANCE OF REGISTERED AGENT

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Rose Marie Schultz, M.D.