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August 24, 2000

Secretary of State
Division of Corporations
The Capitol
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

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****155.00 ****155.00

Re: PHYSICIAN'S DIAGNOSTIC & WELLNESS CENTER, LLC

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-entitled entity as well as a check in the amount of \$155.00 for the filing fee, Designation of Agent and Certified Copy.

Upon the filing of the Articles of Organization, please send a filing certificate to this office for our records.

Very truly yours,

Arthur J. Green, Esquire

Enclosures

FILED
OCT 11 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
PHYSICIANS DIAGNOSTIC & WELLNESS CENTER, LLC

We, the undersigned as organizers of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I - NAME

The name of the limited liability company is:

PHYSICIANS DIAGNOSTIC & WELLNESS CENTER, LLC

The mailing address of this Corporation is 6263 West Sample Road, Coral Springs, FL. 33067.

ARTICLE II - DURATION

The period of duration of this limited liability company shall be 30 years from the date of the issuance of a Certificate of Organization by the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this limited liability company is 6263 West Sample Road, Coral Springs, FL. 33067 and the mailing address shall be the same.

ARTICLE IV - INITIAL RESIDENT OFFICE AND AGENT

The street address of the initial resident office of this corporation is Suite 350, 2825 University Drive, Coral Springs, Florida 33065, and the name of the initial Resident Agent of this corporation at that address is ARTHUR J. GREEN.

ARTICLE V - MEMBERS

The limited liability company has two (2) members whose names and addresses are:

Dr. Howard L. Newman
6263 West Sample Road
Coral Springs, FL. 33067

Dr. Randall F. Laurich
6263 West Sample Road
Coral Springs, FL. 33067

No additional members shall be admitted unless all members, including any additional members other than original members, shall unanimously agree, and on such terms and conditions a shall be agreed unanimously.

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TALLAHASSEE, FLORIDA

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this limited liability company, shall terminate this company, unless the remaining members shall unanimously agree to continue the business of the company, in which event, this company shall not so terminate.

ARTICLE VI - MANAGEMENT

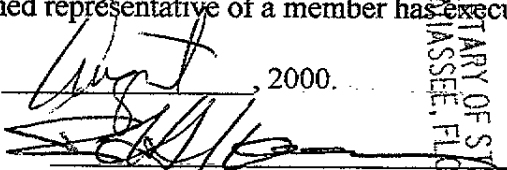
The management of the company is reserved to the members of the company, in proportion to their contributions to the capital of the limited liability company. The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company.

The name and address of the managing members are:

Dr. Howard L. Newman
6263 West Sample Road
Coral Springs, FL. 33067

Dr. Randall F. Laurich
6263 West Sample Road
Coral Springs, FL. 33067

IN WITNESS WHEREOF, the undersigned representative of a member has executed these Articles of Organization this 24 day of August, 2000.


Dr. Howard L. Newman

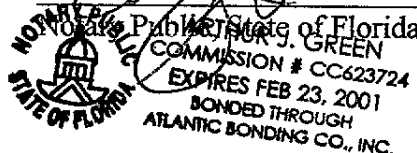
STATE OF FLORIDA :
COUNTY OF BROWARD :

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY, that on this day before me, an officer duly authorized to take acknowledgments, personally appeared, to me well known (or who produced the following identification) Dr. Howard L. Newman, and who stated on oath that he is the person described in and who executed the foregoing instrument for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid, this 24 day of August, 2000.

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 608, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First that **PHYSICIANS DIAGNOSTIC & WELLNESS CENTER, LLC** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL SPRINGS, FLORIDA HAS NAMED ARTHUR J. GREEN LOCATED AT 2825 UNIVERSITY DRIVE, SUITE 350, CORAL SPRINGS, FLORIDA 33065, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature



Title

MEMBER

Date

8/24/2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature

ARTHUR J. GREEN

Date

8/24/2000

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TALLAHASSEE, FLORIDA