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ROWLETT W. BRYANT
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LYNN C. HIGBY
(1938-1992)

00789-02839-00071

September 22, 2000

W-24509

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****155.00 ****155.00

Office of the Secretary of State
Division of Corporations
P. O. Box 2368
Tallahassee, Florida 32399

Re: Doctors Health Care, L.C.

Gentlemen:

Please find enclosed Articles of Organization of Doctors Health Care, L.C., a newly formed limited liability company, and Registered Agent's Certificate, together with our firm check in the sum of \$150.00 representing the \$100.00 filing fee for the Articles, \$25.00 for the Registered Agent Certificate and \$30.00 for a certified copy of the Articles.

Please process these Articles at your earliest convenience and favor me with a certified copy.

Since time is of the essence as regards this organization, I would appreciate it if you would call me collect at the above number should there be any question or corrections needed, etc.

Very truly yours,

Rowlett W. Bryant

Rowlett W. Bryant

RWB/mlw
encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 16 AM 9:55



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 10, 2000

ROWLETT W. BRYANT
BRYANT & HIGBY, CHARTERED
POST OFFICE BOX 860
PANAMA CITY, FL 32402-0860

SUBJECT: DOCTORS HEALTH CARE, L.C.
Ref. Number: W00000024569

We have received your document for DOCTORS HEALTH CARE, L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 800A00053536

ARTICLES OF ORGANIZATION
OF
DOCTORS HEALTH CARE, L.L.C.
A LIMITED LIABILITY COMPANY

THE UNDERSIGNED, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - NAME

The name of the limited liability company is DOCTORS HEALTH CARE, L.L.C.

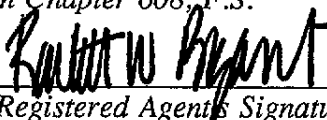
ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company are, respectively, P. O. Box 3178, Panama City, Florida 32402, and 2011 North Harrison Avenue, Panama City, Florida 32405.

ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The name of the limited liability company's Registered Agent and his Florida street address are: Rowlett W. Bryant, Bryant and Higby, Chartered, 833 Harrison Avenue, Panama City, Florida 32401.

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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

00 NOV 16 AM 9:55

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE IV - MANAGEMENT

The limited liability company shall be a manager-managed company. The initial manager of Doctors Health Care, L.L.C.

shall be Ron Samuelian, whose address is 2011 North Harrison Avenue, Panama City, Florida 32405.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

No additional member may be admitted to this limited liability company without an approving vote of seventy-five percent (75%) of all members of the Company.

ARTICLE VI - LIMITATION OF AUTHORITY

Except in those instances where there is only one member of the Company, no member of the limited liability company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VII - REGULATIONS

Any regulations relative to this limited liability company must be in writing and signed by all of the Members.


ARTICLE VIII - EVENTS OF DISSOLUTION

The limited liability company shall be dissolved upon the happening of any of the following:

1. Upon written agreement of three-fourths of the Membership.

2. Upon the death, retirement, resignation, expulsion or bankruptcy of a member or any other event which terminates the continued membership of a member in the Company, unless the remaining members, within ninety (90) days after the event or occurrence, unanimously elect to continue the business of the Company pursuant to the terms of these Regulations.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization and acknowledged them to be his act, this 31st day of October, 2000.


Rowlett W. Bryant
Authorized Representative

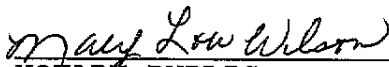
In accordance with Section 608.408(3), Florida Statutes, the execution of the foregoing document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Rowlett W. Bryant

STATE OF FLORIDA)

COUNTY OF BAY)

THE FOREGOING was acknowledged before me this 31st day
of October, 2000, by Rowlett W. Bryant, who is
personally known to me.


NOTARY PUBLIC
State of Florida at Large



Mary Lou Wilson
MY COMMISSION # CC738469 EXPIRES
May 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.