

ARTICLES OF ORGANIZATION

OF

VICTOR E. VAILE III MD PLC

The undersigned, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act (the "Act"), do hereby adopt the following Articles of Organization for Victor E. Vaile III MD PLC (the "Company"):

ARTICLE ONE

The name of the Company is Victor E. Vaile III MD PLC

ARTICLE TWO

The period of duration of the Company begins on November 11, 2000 and shall continue until the close of Company business on December 31, 2025, unless the Company earlier dissolves in accordance with the provisions of its regulations.

ARTICLE THREE

The purpose for which the Company is organized is to render professional medical services.

ARTICLE FOUR

The address of the Company's initial registered office in the State of Florida is 475 East Central Avenue, Winter Haven, Florida 33880 and the name of the Company's initial registered agent at that address is Victor E. Vaile III. The principal office street address and mailing address of the Company is 475 East Central Avenue, Winter Haven, Florida 33880.

ARTICLE FIVE

The Company will have a manager. The name and address of the initial manager is:

Victor E. Vaile III
475 East Central Avenue
Winter Haven, Florida 33880

FILED
NOV 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

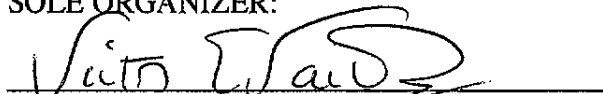
ARTICLE SIX

The name and address of the sole organizer is:

Victor E. Vaile III
475 East Central Avenue
Winter Haven, Florida 33880

IN WITNESS WHEREOF, these Articles of Organization have been executed on November 11, 2000, by the undersigned.

SOLE ORGANIZER:


Victor E. Vaile III

FILED
ON NOV 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

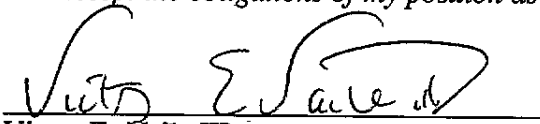
1. The name of the Limited Liability Company is:

VICTOR E. VAILE III MD PLC

2. The name and Florida street address of the registered agent and office are:

VICTOR E. VAILE III
475 East Central Avenue
Winter Haven, Florida 33880

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.


Victor E. Vaile III

Filing Fee: \$35 for Designation of Registered Agent

FILED
NOV 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA