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BY FEDERAL EXPRESS

January 16, 2001

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(850) 487-6051

RE: Corporate filing for:
DR. JEFFREY A. LIVINGSTON, M.D., LLC

200003553932--7
-01/18/01--01067--009
****160.00 ****160.00

Dear Sirs,

Please find enclosed the following original documents for filing in regard to the above referenced entity:

DR. JEFFREY A. LIVINGSTON, M.D., LLC

- Articles of Organization

filing fees: Filing Fee for Articles of Organization
Designation of Registered Agent
Certified Copy
Certificate of Status

Total

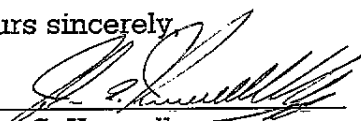
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Please return the recorded documents to my office address:

John S. Kennelly, Esq.
6849 Cobia Circle
Boynton Beach, FL 33437

by FEDERAL EXPRESS, using the enclosed Airbill. Thank you for your assistance. If you have any questions or comments, please do not hesitate to contact me.

Yours sincerely


John S. Kennelly

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**ARTICLES OF ORGANIZATION OF
DR. JEFFREY A. LIVINGSTON, M.D., LLC**

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 (hereinafter referred to as the "Company") is

"Dr. Jeffrey A. Livingston, M.D., LLC"

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

3770 7th Terrace
Suite 102
Vero Beach, FL 32960

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be:
the LLC shall have perpetual existence

ARTICLE IV — Management:

The LLC is to be managed by the members and the names and addresses of the members are:

Jeffrey A. Livingston, M.D.
533 23rd Street SE
Vero Beach, FL 32962

ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional Members of the LLC may be admitted from time to time upon the affirmative vote of the Members holding 51% of the Membership Interests.

ARTICLE VI — Members' Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The business shall be continued upon the affirmative vote of 51% of the then outstanding membership interests other than the interests of the withdrawn member, and the membership interests of the withdrawn member shall be subject to a "buy-out" option.

ARTICLE VII — Regulations:

Any Regulations (as defined in Section § 608.402(13) of the Act, relating to this Limited Liability

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TALLAHASSEE, FLORIDA

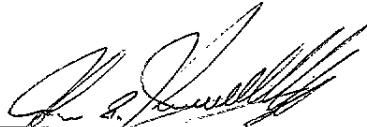
Company must be in writing and signed by all of the Members.

ARTICLE VIII — Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of the 16th day of January, 2001.

(In accordance with 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)



John S. Kennelly, Esq,
Authorized Representative

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
DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

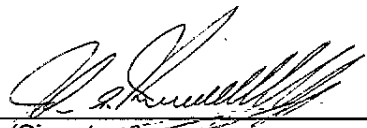
1. The name of the Limited Liability Company is:

"Dr. Jeffrey A. Livingston, M.D., LLC"

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

John S. Kennelly, Esq.
6849 Cobia Circle
Boynton Beach, FL 33437

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..



(Signature)

JOHN S. KENNELLY, ESQ.
6849 Cobia Circle
Boynton Beach, FL 33437

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