



THE UNITED STATES
CORPORATION
COMPANY

L010000002999

ACCOUNT NO. : 072100000032

REFERENCE : 054726 7132640

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Piguet

ORDER DATE : February 27, 2001

ORDER TIME : 11:26 AM

ORDER NO. : 054726-015

100003783191--3

CUSTOMER NO: 7132640

CUSTOMER: Ms. Linda L. Fleming
Buchanan Ingersoll, P.c.

Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC FILING

NAME: CMS HEALTHCARE OF GEORGIA, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

2210

APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION
OF
CMS HEALTHCARE OF GEORGIA, LLC**

The undersigned member hereby forms a limited liability company under Chapter 608 of the laws of the State of Florida (the "Florida Limited Liability Company Act" or the "Act").

ARTICLE I. NAME

The name of the limited liability company is: CMS Healthcare of Georgia, LLC (the "Company").

ARTICLE II. ADDRESS

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

10008 North Dale Mabry Highway
Suite 214
Tampa, Hillsborough County, Florida 33618

ARTICLE III. REGISTERED AGENT

The name of the Company's registered agent is Sam D. Toney, M.D. and the Florida street address of the registered agent of the Company is:

C/O CMS Healthcare Acquisition, LLC
10008 North Dale Mabry Highway
Suite 214
Tampa, Florida 33618

ARTICLE IV. BUSINESS AND PURPOSES

The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon limited liability companies formed under the Act.

ARTICLE V. OPERATING AGREEMENT

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the governance of the Company and may contain any provisions or requirements for the

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management or conduct of the affairs and business of the Company; provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States of America.

ARTICLE VI. MANAGEMENT OF BUSINESS

Except for rights that are specifically reserved to the members in the Operating Agreement or these Articles, management of the Company shall be vested in the manager(s). Accordingly, the Company shall be a manager-managed company.

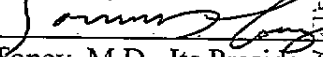
ARTICLE VII. AMENDMENT OF ARTICLES OF ORGANIZATION

The Company reserved the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

In accordance with § 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.

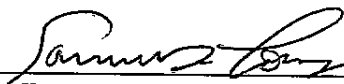
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of this 26th day of February, 2001.

CMS HEALTHCARE ACQUISITION, LLC,
Sole Member

By: 
Sam D. Toney, M.D., Its President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF ORGANIZATION

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, Florida Statutes.


Sam D. Toney, M.D., Registered Agent

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