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February 24, 2001

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-02/28/01--01067--007
***125.00 ***125.00

Re: Physical Medicine Associates, L.L.C.

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Organization of Physical Medicine Associates, L.L.C. together with my office account check #5013 in the sum of \$125.00 to cover the costs of the filing and the designation of registered agent.

Please return a filed copy of the Articles together with your customary letter of acknowledgment.

Thank you for your continued cooperation.

Very truly yours,


ALAN E. GREENFIELD

FILED
01 FEB 28 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encls: (as stated)

cc: Dr. Robert Besen

L01-3224
OR

**ARTICLES OF ORGANIZATION
OF
PHYSICAL MEDICINE ASSOCIATES, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter (608).

1. **Name:** The name of the limited liability company is PHYSICAL MEDICINE ASSOCIATES, L.L.C. ("Company").
2. **Mailing and Street Addresses:** The Company's principal mailing and street address is 20628 Biscayne Boulevard, Aventura, FL 33180.
3. **Duration:** The Company shall exist from the date of filing these Articles with the Florida Department of State until the occurrence of any of the events specified in the Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members
4. **Management:** The management of the Company is reserved to the members. The following persons will initially be the managing members:

Robert Besen, M.D.
20628 Biscayne Boulevard
Aventura, Florida 33180

Marc Sencer, M.D.
20628 Biscayne Boulevard
Aventura, Florida 33180
5. **Additional Members:** Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

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TALLAHASSEE, FLORIDA

6. Members Rights to Continue Business: If a member of the Company dies, retires, resigns, is ~~expelled~~ ^{ex YH}, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.


7. Registered Agent and Office: The name of the initial registered agent of the Company is Alan E. Greenfield, Esq. The street address of the initial registered agent of the company is 2600 Douglas Road, Suite 911, Coral Gables, Florida 33134.

8. Regulations: The members, by majority action, shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company: The existence of the Company shall commence on the date of the filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization on this 12 day of February, 2001.


ROBERT BESEN, M.D.


MARC SENCER, M.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 608.415, Florida Statutes, the below referenced limited liability company has designated in its Articles of Organization its Registered Agent/Registered Office, in the State of Florida.

1. The name of the limited liability company is: Physical Medicine Associates, I.L.C.
2. The name of the Registered Agent and the Registered Office is:

Alan E. Greenfield, Esq.
2600 Douglas Road
Suite #911
Coral Gables, Florida 33134

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.

Dated this 15 day of February, 2001.


ALAN E. GREENFIELD, Esq.

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