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ACCOUNT NO. : 072100000032

REFERENCE : 220701 7133468

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 13, 2001

ORDER TIME : 10:31 AM

ORDER NO. : 220701-005

CUSTOMER NO: 7133468

CUSTOMER: Ms. Susan Varkey
Kane And Koltun

Suite 100
557 N. Wymore Road
Maitland, FL 32751

NOTED FOR
TO ADOPTED
SUFFICIENCY OF FILING

2001 JUL 13 PM 12:18

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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-07/13/01--01090--002
****125.00 ****125.00

DOMESTIC FILING

NAME: ELYSIUM PARTNERS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 13 PM 1:51

FILED

mtu

7/13

**ARTICLES OF ORGANIZATION
OF
ELYSIUM PARTNERS, LLC**

The undersigned members, acting pursuant to Chapter 608, *Florida Statutes*, hereby form a limited liability company in accordance with the laws of the State of Florida and adopt the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company is ELYSIUM PARTNERS, LLC.

ARTICLE II - PERIOD OF DURATION

This limited liability company shall exist perpetually, commencing at the date and time of filing of these Articles of Organization, as evidenced by the Florida Department of State's date and time endorsement.

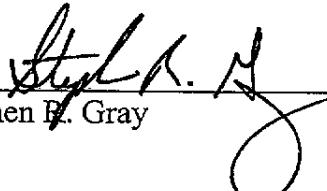
**ARTICLE III - MAILING ADDRESS AND STREET
ADDRESS OF PRINCIPAL OFFICE OF LIMITED LIABILITY COMPANY**

The mailing address of this limited liability company is 616 Dunraven Drive, Winter Park, Florida 32792, and the street address of the principal office of the limited liability company is 616 Dunraven Drive, Winter Park, Florida 32792.

**ARTICLE IV - NAME AND STREET ADDRESS OF
INITIAL REGISTERED AGENT**

The name of the initial registered agent of this limited liability company is Stephen R. Gray. The street address of the initial registered agent is 616 Dunraven Drive, Winter Park, Florida 32792.

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*.




Stephen R. Gray

ARTICLE V - PURPOSE

This limited liability company is organized for the purpose of transacting any or all lawful business for which limited liability companies may be organized under Chapter 608 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 10 day of July, 2001.




Vincent Hudson

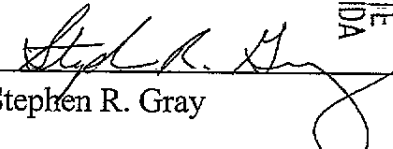


David N. Herman

FILED
01 JUL 13 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Robert Palumbo, M.D.



Stephen R. Gray