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ACCOUNT NO. : 072100000032

REFERENCE : 230536 8941A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 155.00

ORDER DATE : July 20, 2001

ORDER TIME : 11:27 AM

ORDER NO. : 230536-005

CUSTOMER NO: 8941A

CUSTOMER: Bruce D. Green, Esq
Bruce D. Green, Esq

300004488203--0

Suite 400
600 South Andrews Avenue
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: E R URGENT CARE CENTER II,
L.L.C.

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:

JB
1-20-01

2001 JUL 20 PM 1:03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

E R URGENT CARE CENTER II, L.L.C.

THE UNDERSIGNED hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

Name: The name of the limited liability company shall be E R URGENT CARE CENTER II, L.L.C., and its principal place of business shall be 400 Godfrey Road, Suite 250, Miami Beach, FL 33140, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

Purposes and Powers: The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

A. To engage in any activity or business authorized under the Florida Statutes.

B. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

C. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

D. To enter into and make all necessary contracts for its business with any person, entity, partnership, association,

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corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

E. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact, for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property or commercial interest thereof and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of a limited liability company's for profit.

F. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

G. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or in reference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

Capital Contributions: Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions shall be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions

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in equal shares.

ARTICLE IV

Profits and Losses:

A. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits.

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being _____, 2001.

B. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or, if such sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE V

Limited Liability Company Powers: All limited liability company powers shall be exercised by or under the authority of, and the business and the affairs of this limited liability company shall be managed under the direction of the members of this limited liability company whose names and addresses are set forth immediately below. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

Jerry Miller
400 Arthur Godfrey Road
#250
Miami Beach, FL 33140

ARTICLE VI

Duration: This limited liability company shall exist until December 31, 2030, or until dissolve in the manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE VII

Principal Place of Business: The principal office of this limited liability company shall be located at 400 Godfrey Road, Suite 250, Miami Beach, FL, 33140.

ARTICLE VIII

Management: This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve as such until the first annual meeting of members, or until their successor is elected and qualified is:

Jerry Miller
400 Arthur Godfrey Road
#250
Miami Beach, FL 33140

ARTICLE IX

Initial Registered Office and Registered Agent: The address of the initial registered office of the limited liability company is 400 Godfrey Road, Suite 250, Miami Beach, FL, 33140, and the name of its initial registered agent at such address is Jerry Miller.

ARTICLE X

Restrictions on Membership: Members shall have the right to admit new members by unanimous consent. Contributions required of the new members shall be determined as of the time of admission to the limited liability company.

A members interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of (all or less than all) members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

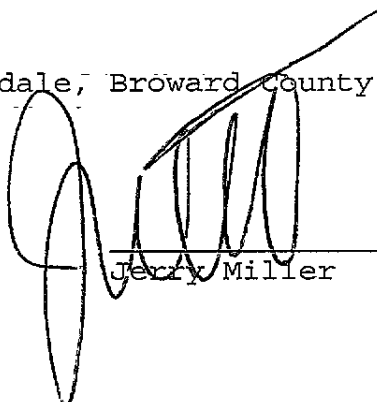
The undersigned being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed articles of organization of E R URGENT CARE CENTER II,

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L.L.C.

9 DATED at Fort Lauderdale, Broward County, Florida, this
day of July, 2001.



Jerry Miller

A F F I D A V I T

STATE OF FLORIDA :

ss.

COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, personally appeared Jerry Miller, to me personally known as the person described in and who subscribed to the above and foregoing Articles of Organization, who being by me first duly sworn and cautioned, deposes and otherwise states: That he has read the same, knows and understands the contents thereof, and that he executed the same as her free act and deed for the purposes therein set forth and expressed.

SWORN TO AND SUBSCRIBED before me in the State and County aforesaid this 9 day of July, 2001.



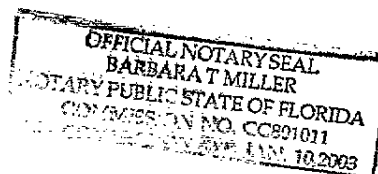
NOTARY PUBLIC

State of Florida at Large

My Commission Expires:

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TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE with §608.415, Florida statutes, the following is submitted:

THAT, E R URGENT CARE CENTER II, L.L.C., under the Laws of the State of Florida, with its initial principle office at 400 Arthur Godfrey Road, Suite 250, Miami Beach, FL 33140, as indicated in the Articles of Organization, has named Jerry Miller, located at 400 Godfrey Road, Suite 250, Miami Beach, FL, 33140, as its Agent to accept Service of Process within the State of Florida.

DATED this 9 day of July, 2001.

MEMBERS, PER AND OF
ARTICLES OF ORGANIZATION:

By: 

Jerry Miller

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes pertaining to the proper and complete performance of my duties.

DESIGNATION ACCEPTED:

By: 

Jerry Miller

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