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J. DAVID POBJECKY P.A.

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J. DAVID POBJECKY
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ALSO LICENSED IN TEXAS

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FAX ON REQUEST

November 14, 2001

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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*****133.75 *****133.75

Re: Articles of Organization of Francine Gross, M.D., Professional L.L.C.

Dear Madam or Sir:

Please find enclosed a check in the amount of \$133.75 to cover the filing expenses and a certified copy of the Articles of Organization of Francine Gross, M.D., Professional L.L.C.

If you have any questions please do not hesitate to contact my office at the above address and phone number.

Thank you for your cooperation.

Sincerely,

J. DAVID POBJECKY, P.A.

A. Renee Pobjecky

A. Renee Pobjecky
Paralegal

Enclosure

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

FRANCINE GROSS, M.D., PROFESSIONAL L.L.C.

I, the undersigned, do hereby certify that I have associated myself together for the purpose of becoming a professional limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit. I further declare that the following Articles shall be the charter and authority for the conduct of business of said professional limited liability company.

ARTICLE I

NAME

The name of this professional limited liability company shall be FRANCINE GROSS, M.D., PROFESSIONAL L.L.C., and its principal place of business shall be in the City of Sarasota, County of Manatee, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the member(s).

ARTICLE II

PURPOSES AND POWERS

A. Purpose

This corporation is organized for the following purposes:

1. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
2. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.

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3. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.
4. The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida

B. Dissolution

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Professional Limited Liability Company to the contrary, the following shall govern:

To the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of the remaining member(s) is sufficient to continue the life of the Professional Limited Liability company.

C. Voting

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Professional Limited Liability Company to the contrary, the following shall govern:

When acting on matters subject to the vote of the member(s), notwithstanding that the Professional Limited Liability Company is not then insolvent, all of the member(s) shall take into account the interest of the Professional Limited Liability Company's creditors, as well as those of the member(s).

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ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Hundred Dollars (\$100.00) and other valuable consideration shall be paid to the Professional Limited Liability Company by the three member(s) in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the member(s). Member(s) will make contributions in equal shares.

ARTICLE IV

PROFESSIONAL LIMITED LIABILITY COMPANY POWERS

All Professional limited liability company powers shall be exercise by or under the authority of, and the business and affairs of this professional limited liability company shall be managed under the directions of, the member(s) of this professional limited liability company. This article may be amended from time to time in the regulations of the professional limited liability company by a unanimous vote of the member(s) of the professional limited liability company.

ARTICLE V

EXISTENCE

This Professional Limited Liability Company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the member(s).

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this professional limited liability company shall be located in the City of Sarasota, County of Manatee, State of Florida, and the post office address of said principal office of the Professional Limited Liability Company shall be University Health Park, Building 2, 8451 Shade Avenue, Sarasota, Florida 34243.

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ARTICLE VII

Member(s)

Management of this professional limited liability company is reserved to its member(s);
FRANCINE GROSS.

ARTICLE VIII

INITIAL REGISTERED OFFICE

The street address of the initial registered office is 786 Avenue SW, Winter Haven, Florida, 33880 and the name of the initial registered agent at that office is J. DAVID POBJECKY.

ARTICLE IX

RESTRICTIONS ON MEMBERSHIP

Member(s) shall have the right to admit new member(s) by unanimous consent. Contributions required of new member(s) shall be determined as of the time of admission to the professional limited liability company. Each member shall be a medical doctor licensed to practice medicine in the State of Florida.

A member's interest in the professional limited liability company may not be sold or otherwise transferred except with unanimous written consent of the member(s).

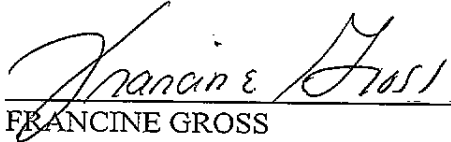
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining member(s) shall have the right to continue the business upon unanimous consent of such remaining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

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ARTICLE X

I, the undersigned, being the original member of the foregoing professional limited liability company, do hereby certify that the foregoing constitutes the proposed Articles of Organization of FRANCINE GROSS, M.D., PROFESSIONAL L.L.C.

WITNESS my hand and seals this 14th day of November, 2001.

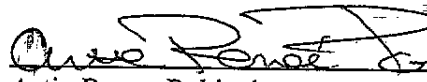

FRANCINE GROSS

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this 14th day of NOVEMBER, 2001, before me personally came FRANCINE GROSS to me and personally know to be the individual and who executed the and foregoing Articles of Organization, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Polk County, Florida, the day and year last above written.

My Commission Expires:


Artie Renee Pobjecky
Notary Public - State of Florida

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TALLAHASSEE, FLORIDA

ARTIE R. POBJECKY
Notary Public - State of Florida
My Commission Expires Feb 5, 2002
Commission # CC713900

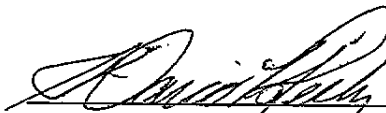
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 608.407(d), Florida Statutes, the following is submitted, in compliance with said Act:

First -- That the FRANCINE GROSS, M.D., PROFESIONAL L.L.C., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at City of Sarasota, County of Manatee, State of Florida, has named J. David Pobjecky, located at 786 Ave C, SW, Winter Haven, Florida, 33880 to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Professional Limited Liability Company, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



J. DAVID POBJECKY, Resident Agent

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