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LIMITED LIABILITY COMPANY

SDR Clinic & Sleep Disorder Institute, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
SDR CLINIC & SLEEP DISORDER INSTITUTE, L.L.C.**

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be SDR Clinic & Sleep Disorder Institute, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 8080 W. Flagler Street, Suite 3 E, Miami, Florida 33144.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is: Marco A. Ramirez, 8080 W. Flagler Street, Suite 3 E, Miami, Florida 33144.

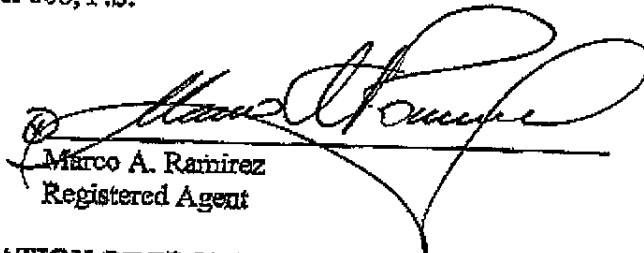
ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of SDR Clinic &

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Sleep Disorder Institute, L.L.C., as the registered agent of this limited liability company, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees 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 of registered agent as provided for in Chapter 608, F.S.


Marco A. Ramirez
Registered Agent

ARTICLE V - ALLOCATION OF PROFITS AND LOSSES

The company shall prepare its financial statements in accordance with generally accepted accounting principles. All profits and losses shall be allocated to the members in proportion to their capital contributions.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE X - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may

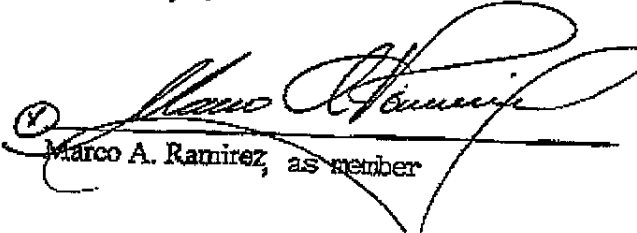
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contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the members of the company are:

| NAME | ADDRESS |
|------------------|---|
| Marco A. Ramirez | 8080 W. Flagler Street, Suite 2 E Miami, Florida 33144 |

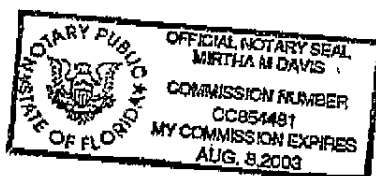
IN WITNESS WHEREOF, the undersigned ^{member}~~organizer~~ has made and subscribed to these articles of organization at North Miami, Florida, on July 1, 2002.


Marco A. Ramirez, as member

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged to me on July 1, 2002, by Marco A. Ramirez who produced a Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.




Notary Public, State of Florida
MIRTHA M. DAVIS

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