

Boca Emergency Medicine Specialists

July 23, 2002

VIA PRIORITY MAIL

Florida Department of State
Registration Section, Limited Liability Companies
P.O. Box 6327
Tallahassee, Florida 32314

Re: Consent to the formation of West Boca Emergency Medicine Specialists, L.C.

To whom it may concern:

W02-23/62

Please be advised that I am writing to you as an authorized representative and Chief Financial Officer of the undersigned entities, to wit: Harari and Diskin, M.D., d/b/a Boca Emergency Medicine Specialists; and West Boca Emergency Medicine Specialists, L.C., a limited liability company to be formed (see the enclosed Articles of Organization).

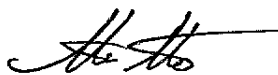
Being that there is a slight similarity between the names of Boca Emergency Medicine Specialists and West Boca Emergency Medicine Specialists, L.C., this letter shall serve as a consent by Boca Emergency Medicine Specialists to the formation of West Boca Emergency Medicine Specialists, L.C. Moreover this consent shall permit the use of the name West Boca Emergency Medicine Specialists, L.C., for any and all commercial business purposes by that entity.

Please consider this letter as the irrevocable and perpetual authorization and consent from Boca Emergency Medicine Specialists for West Boca Emergency Medicine Specialists, L.C., to utilize that name and to form that certain entity to be entitled West Boca Emergency Medicine Specialists, L.C.

Thank you very much for your attention and cooperation. Should you require any additional clarification with respect to this authorization and consent, please do not hesitate to contact me.

Very truly yours,

Harari and Diskin, M.D., P.A., d/b/a Boca
Emergency Medicine Specialists and
West Boca Emergency Medicine Specialists, L.C.,
a limited liability company to be formed


Steve Stern, Authorized Officer, and
Chief Financial Officer of the above

cc: Arthur L. Diskin, M.D., Member and Manager
Jack L. Harari, M.D. Member and Manager

3900 Hollywood Blvd., Suite 101 · Hollywood, FL 33021 · 954-894-0800 (Voice) 954-894-1166 (Fax)

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ARTICLES OF ORGANIZATION

OF

WEST BOCA EMERGENCY MEDICINE SPECIALISTS, L.C.

The undersigned certifies and declares that the undersigned is signing and filing these Articles of Organization for the purpose of becoming a for profit, limited liability company, existing under the laws of the State of Florida. It is further certified and declared that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company organized and formed hereunder.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the limited liability company shall be West Boca Emergency Medicine Specialists, L.C., and its mailing address and its principal office shall be located at 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021, in the County of Broward, in the State of Florida; but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

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

ARTICLE III

EFFECTIVE DATE OF COMPANY'S EXISTENCE

The limited liability company's effective date of existence shall begin on August 2, 2002

ARTICLE IV

DURATION

The period of duration of the company shall be perpetual.

ARTICLE V

MANAGEMENT OF THE LIMITED LIABILITY COMPANY

This limited liability company is to be managed by two (2) managers. The name and

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address of the persons who shall serve as managers until the first annual meeting of members or until a successor is elected and qualified is as follows: Arthur L. Diskin, M.D. and Jack L. Harari, M.D., whose addresses are 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021.

ARTICLE VI

Admission of Additional Members

The members, by a vote of a majority in interest of the members entitled to vote, shall have the right to admit additional members as provided by the Florida Limited Liability Company Act, as same may be amended from time to time.

ARTICLE VII

Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation, or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the company shall be continued without the dissolution and without any affirmative action or requirement on the part of the members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is at 3900 Hollywood Boulevard, Suite 101, Hollywood, Florida 33021. The name of the company's initial registered agent at that office is Ms. Isabelle St. Cyr.

The undersigned being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of West Boca Emergency Medicine Specialists, L.C.

Executed by the undersigned original members at
on August 2 2002.

Hollywood, FL.


Arthur L. Diskin, M.D., Member


Jack L. Harari, M.D., Member


The name and the Florida street address of the registered agent are:

ISABELLE St-Cyr
Name

3900 Hollywood Blvd. #101
Florida street address (P.O. Box **NOT** acceptable)

Hollywood FL 33021
City, State, and Zip

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, F.S.


Registered Agent's Signature