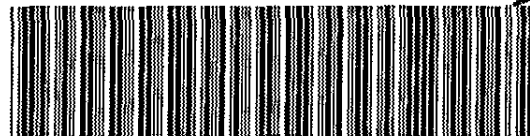


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**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

SUBJECT: Phoenix Medical Enterprises, LLC

Enclosed is an original and one copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$100.00 Filing fee for Articles of Organization  
\$ 25.00 Designation of Registered Agent

From: Michael A. Cinquino, Jr.  
Cinquino & Mazzella, PLLC  
800 Village Square Crossing  
Suite 214  
Palm Beach Gardens, FL 33410

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**ARTICLES OF ORGANIZATION  
OF  
PHOENIX MEDICAL ENTERPRISES, LLC**

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

**ARTICLE I - NAME**

The name of the limited liability company shall be Phoenix Medical Enterprises, LLC, ("Company"). The Company is being formed as a medical consulting outfit and all other activities permitted under applicable law.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company:

Phoenix Medical Enterprises, LLC  
800 Village Square Crossing  
Suite 114  
Palm Beach Gardens, FL 33410

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**ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE**

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

Joe H. McWaters, Jr.  
800 Village Square Crossing  
Suite 114  
Palm Beach Gardens, FL 33410.

*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 obligations of my position as registered agent as provided for in Chapter 608, F.S.*

#### ARTICLE IV - MANAGEMENT

The Limited Liability Company shall be a member-managed company.

#### ARTICLE V - TRANSFERABILITY OF MEMBERSHIP INTERESTS


No member shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

#### ARTICLE VI - COMPANY EXISTENCE

The Company's shall begin effective as of November 18, 2002.

#### Signature of member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
Joe H. McWaters, Jr. - Member


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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, Phoenix Medical Enterprises, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Phoenix Medical Enterprises, LLC.
2. The name and address of the registered agent in Florida are:  
Joe H. McWaters, Jr.  
800 Village Square Crossing; Suite 114; Palm Beach Gardens, FL 33410.

The undersigned, being the person named in the articles of organization of Phoenix Medical Enterprises, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
Joe H. McWaters, Jr.  
Registered Agent/Member

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