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PICK-UP WAIT MAIL

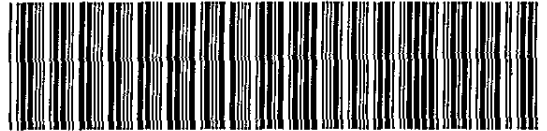
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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WR 1/3/03

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1/1/03

Process FIRST
QUALITY MEDICAL MANAGEMENT, INC.

* * Note: Please Process * *

December 27, 2002

these 8

VIA EXPRESS MAIL

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

L.C.'s
FIRST THEN

THE ⁴ AMENDMENTS + RESTATements

Re: Articles of Organization of Various New Limited Liability Companies.

Dear Sirs:

Enclosed please find an original and a copy of 8 sets of Articles of Organization for 8 different limited liability companies. These Articles of Organization were prepared by our firm's lawyer, Judson L. Owen, Esq. Please note that each of these entities has a specified time and date of existence. The enclosed Articles (with copies and Resident Agent Certificates) are as follows:

- | | |
|------------------------------|---------------------------|
| 1. Miami EMS, MM, L.C. | 6. HEMS, TM, L.C. |
| 2. MEMS, TM, L.C. | 7. Palmetto EMS, MM, L.C. |
| 3. Miami Beach EMS, MM, L.C. | 8. PEMS, TM, L.C. |
| 4. MBEMS, TM, L.C. | 9. _____ |
| 5. Hialeah EMS, MM, L.C. | 10. _____ |

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Please certify the enclosed copies and send them back to me together with a status certificate. My address is as follows:

Mr. Steven Stern, CFO
Quality Medical Management, Inc.
3900 Hollywood Boulevard, Suite 101
Hollywood, Florida 33021

We are enclosing a check in the amount of \$1,280 payable to the Florida Secretary of State to cover: (i) the filing fee for the Articles of Organization; (ii) the cost of a certified copy; and (iii) for a certificate of status.

If you have any questions about any of this, please do not hesitate to contact me at the telephone number set forth below. Thank you very much for your attention and cooperation.

Very truly yours,

Quality Medical Management, Inc.



Steven Stern, CFO

ARTICLES OF ORGANIZATION

OF

HIALEAH EMS, MM, L.C.

The undersigned certifies and declares that the undersigned is signing and filing these Articles of Organization for the purpose of becoming a 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 Hialeah EMS, MM, 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 LIMITED LIABILITY COMPANY'S EXISTENCE

The limited liability company's effective date of existence shall begin on January 1, 2003 at 12:00:01 a.m., EST.

ARTICLE IV

DURATION

The period of duration of the limited liability company shall be perpetual.

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

The members, by a vote of a majority in interest of the members entitled to vote, shall

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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 VI

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 limited liability company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the limited liability company shall be continued without the dissolution and without any affirmative action or requirement on the part of the members.

ARTICLE VII

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 limited liability company's initial registered agent at that office is Mr. Steven Stern.

The undersigned being the sole member certifies that this instrument constitutes the proposed Articles of Organization of Hialeah EMS, MM, L.C.

Executed by the undersigned sole member of Hialeah EMS, MM, L.C., at Hollywood, Florida on December 27, 2002

Quality Healthcare LLLP, A Delaware limited liability partnership, its sole member

By: Quality Healthcare Holdings, Inc. a Delaware corporation, its General Partner

By: 
Arthur L. Diskin, M.D., President

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**STATEMENT AND CERTIFICATE
DESIGNATING REGISTERED AGENT AND OFFICE**

State of Florida
County of Broward


Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Hialeah EMS, MM, L.C.

The name of the registered agent for Hialeah EMS, MM, L.C., is Mr. Steven Stern, and the street address of the company's principal office where the agent is located is 3900 Hollywood, Boulevard, Suite 101, Hollywood, Florida 33021.


This Statement is to acknowledge, as indicated above, that Hialeah EMS, MM, L.C., has appointed me, Steven Stern, as its registered agent to accept service of process for the company at the place designated above in this Certificate. I accept this 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.

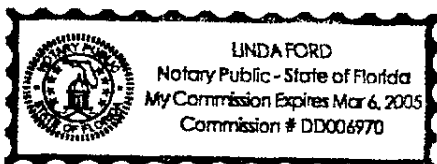
Dated: 12/27/02


Steven Stern

The foregoing instrument was acknowledged before me this 27th day of December, 2002, by Steven Stern, resident agent on behalf of Hialeah EMS, MM, L.C., a Florida limited liability company. Mr. Steven Stern is personally known to me or has produced a Florida Drivers License as identification.

My commission expires:


Notary Public, State of Florida at Large



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Resident Agent
Hialeah EMS, MM, L.C.,
12-26-02