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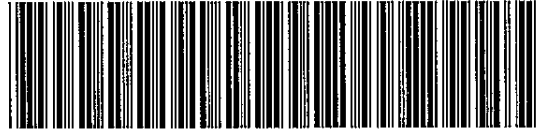
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COMITER & SINGER, LLP

M E M O R A N D U M

TO: Brenda Tadlock—Florida Division of Corporations

FROM: Mark Dedick

RE: QMM, MM, L.C.;
West Boca EMS, MM, L.C.;
Hialeah EMS, MM, L.C.;
Miami Beach EMS, MM, L.C.;
Miami EMS, MM, L.C.; and
Palmetto EMS, MM, L.C.—Affidavits for Filing

DATE: February 6, 2004

As discussed, enclosed for filing in the Division's records are Affidavits correcting the sole member's name in filed Articles of Organization for the following Florida limited liability companies:

QMM, MM, L.C. (Document #L03000000568);
West Boca EMS, MM, L.C. (Document #L03000000355);
Hialeah EMS, MM, L.C. (Document #L03000000180);
Miami Beach EMS, MM, L.C. (Document #L03000000177);
Miami EMS, MM, L.C. (Document #L03000000175); and
Palmetto EMS, MM, L.C. (Document #L03000000182).

Please file each Affidavit and return a certified copy of the entire file for each limited liability company to our office using the enclosed prepaid Federal Express airbill. Our Firm's check for \$330.00 is also enclosed covering the \$25 filing fee and the \$30.00 certification fee for each limited liability company.

If you have any questions or comments concerning this memorandum or the enclosed Affidavits, please call me at 561.626.2101. Again, thank you for your continued kind cooperation in connection with this matter.

Encls.

cc: Judson L. Owen, III, Esq. (via fax; w/o encls.)

AFFIDAVIT

State of Florida
County of Broward

Before me, the undersigned authority, personally appeared Judson Owen, whose address is 151 Crandon Boulevard, No. 200, Miami, Florida 33149, and after being duly sworn and cautioned, he deposes and says as follows.

1. That said Judson L. Owen, (the "Affiant"), is a Florida attorney and Affiant presently is counsel for that certain entity known as **Palmetto Emergency Medicine Specialists, L.C.**, a Florida limited liability company.
2. That Affiant was involved, directly or indirectly, with all filings relating to **Palmetto Emergency Medicine Specialists, L.C.**, that have been filed to date with the Florida Department of State relating to the organizational structure of **Palmetto Emergency Medicine Specialists, L.C.**
3. That Affiant, as a participant in the development of the organizational structure of the Articles of Organization of **Palmetto Emergency Medicine Specialists, L.C.**, as filed with the Florida Department of State, knows that this entity has two members, i.e., **Palmetto EMS, MM, L.C.** and **PEMS, TM, L.C.**, and that both of these entities are Florida limited liability companies.
4. That Affiant, in his professional capacity, was involved with the formation of **Palmetto EMS, MM, L.C.**, one of the members of **Palmetto Emergency Medicine Specialists, L.C.**, and Affiant has become aware of an inadvertent scrivener's error in the name of the sole member of **Palmetto EMS, MM, L.C.**, as that name appears in the Articles of Organization that were filed with the Florida Department of State for **Palmetto EMS, MM, L.C.**
5. That the name of the sole member of **Palmetto EMS, MM, L.C.** that is improperly written in the aforesaid Articles of **Palmetto EMS, MM, L.C.**, due to a scrivener's error is as follows:

Quality Healthcare, LLLP.

However, the correct name of the sole member of **Palmetto EMS, MM, L.C.** is, and was at the time of filing the Articles, as follows:

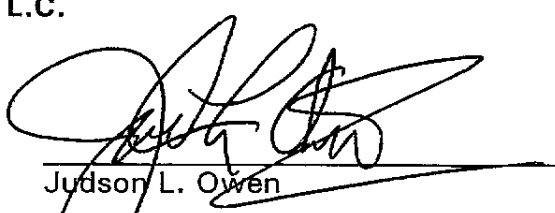
Quality Healthcare LP, LLLP.

6. That Affiant is giving this Affidavit and having same recorded among the

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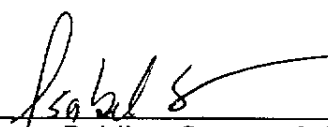
public records of the State of Florida to correct the aforesaid inadvertent scrivener's error, so as to correctly set forth the name of **Quality Healthcare LP, LLLP**, as if that name was originally and correctly written in the Articles of **Palmetto EMS, MM, L.C.**, a member of **Palmetto Emergency Medicine Specialists, L.C.**

FURTHER AFFIANT SAYETH NAUGHT.


Judson L. Owen

This Affidavit was given and acknowledged before me this 9TH day of JANUARY, 2004, by Judson L. Owen, who is personally known to me and who also presented his Florida Driver's License as proof of his identity. The Affiant took an oath incident to the giving of this Affidavit and he averred that he freely gave this Affidavit for the purposes set forth therein.

Witness my hand and the placement of my official seal, as of the date set forth above.


Notary Public, State of Florida at
Large

My Commission Expires:



Isabelle St-Cyr
My Commission DD045221
Expires July 26, 2005