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WALTERS
LEVINE
BROWN
KLINGENSMITH
& THOMISON
ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 21, 2003

Secretary of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

STEVEN C. ALLENDER
ELINOR E. BAXTER
JOHN E. BROWN*
ALAN F. GONZALEZ, L.L.M.
H. JACK KLINGENSMITH
STUART JAY LEVINE
JAMES E. THOMISON***
JOEL W. WALTERS****†

* Board Certified Real Estate Attorney
*** Board Certified Health Law Attorney
**** Certified Circuit Court Mediator
† Board Certified Business Litigation ***

EMAIL

agonzalez@walterslevine.com

Re: Articles of Organization of OrthoLeasing, LLC

To whom it may concern:

Enclosed please find an original and one copy of Articles of Organization for filing on behalf of the above LLC.

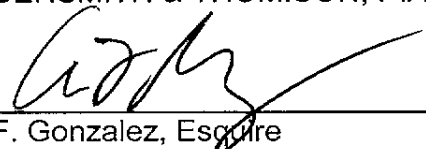
Also enclosed is a check in the amount of \$155.00 to cover the filing fees.

Please file the Articles and Organization, certify the enclosed copy and return the certified copy to us via regular U.S. mail in the envelope provided.

Thank you for your attention to this matter.

Very truly yours,

WALTERS LEVINE BROWN
KLINGENSMITH & THOMISON, P.A.


Alan F. Gonzalez, Esquire

AFG/jaw
Enclosures
cc: Client

**ARTICLES OF ORGANIZATION
OF
ORTHOLEASING, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 this limited liability company shall be:

ORTHOLEASING, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

2750 BAHIA VISTA STREET, SUITE 100, SARASOTA, FLORIDA 34239

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

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

**Alan F. Gonzalez, Esquire
1515 Ringling Blvd., Suite 900
Sarasota, Florida 34236**

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.



ALAN F. GONZALEZ, ESQ

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ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

David A. Sugar, M.D., 7314 Point of Rocks Road, Sarasota, Florida 34239

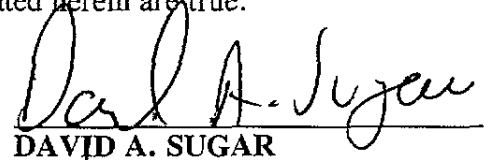
Donald J. Slevin, M.D., 1325 Vista Drive, Sarasota, Florida 34239

WALTER K. ~~Walter K.~~ Furman, M.D., 1427 Cedar Bay Lane, Sarasota, Florida 34231


David M. Karp, M.D., 1508 Shelbourne Lane, Sarasota, Florida 34231

Harold W. Vogler, M.D., 7950 Royal ~~Bridal~~ Road, Bradenton, Florida 34202
Birkdale Circle

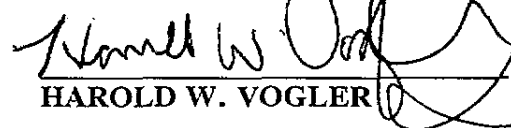
In accordance with §608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


DAVID A. SUGAR


DONALD J. SLEVIN

WALTER K. 
WALTER K. FURMAN


DAVID M. KARP


HAROLD W. VOGLER

ARTICLE V - EFFECTIVE DATE

The effective date of the Limited Liability Company is to be May 20, 2003.