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(City/State/Zip/Phone #)

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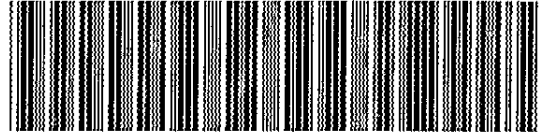
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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Law Offices of
Tyson Associates

Frank P. Tyson, Jr.
Attorney At Law

September 10, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: CYNTHIA L. THEISS, M.D., LLC

Dear Sirs:

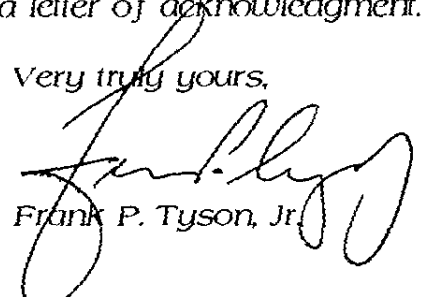
Enclosed is an original and one (1) copy.

I am enclosing herewith a check in the amount of \$125.00 for the Filing fee for articles of organization of Florida Limited Liability Company as follows:

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

Thank you in advance for sending a letter of acknowledgment.

Very truly yours,


Frank P. Tyson, Jr.

FPT/st

Enclosure

P.S. Please stamp our
copies and return in
envelope provided for your
convenience and send
Confirmation letter with number
of LLC.

Phone: 561-776-8105

Reply To: Post Office Box 549 • Jupiter, Florida 33468-0549

Fax 561-776-8106

thank you

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name: The name of the Limited Liability Company is:

CYNTHIA L. THEISS, M.D., LLC

ARTICLE II - Address: The mailing address and street address of the principal office of the Limited Liability Company is:

12825 Woodmill Drive
Palm Beach Gardens, Florida 33418

ARTICLE III - Registered Agent, Registered Office & Registered Agent's Signature:

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

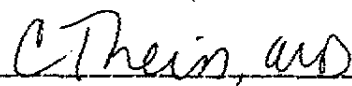
Cynthia L. Theiss
12825 Woodmill Drive
Palm Beach Gardens, Florida 33418

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.


Cynthia L. Theiss

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

ARTICLE V - Effective Date: The effective date of the Limited Liability Company is:
SEPT. 12, 2003


Cynthia L. Theiss
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

Schedule A to
Limited Liability Company
Operating or Management Agreement of
CYNTHIA L. THEISS, M.D., LLC

1. *Initial members:* The initial member is:

Cynthia L. Theiss

2. *Capital Contribution:* The capital contribution of the member is:

- a. \$1,000.00
- b. The following assets:

3. *Profits and Losses:* The profits, losses and other tax matters shall be allocated among the member in the following percentages:

- a. Cynthia L. Theiss - 100%

4. *Management:* the company shall be managed by:

Member, Cynthia L. Theiss

5. *Registered Agent:* the initial registered agent and registered office of the company are:

Cynthia L. Theiss
12825 Woodmill Drive
Palm Beach Gardens, Florida 33418

6. *Tax Matters:* The tax matters partner is:

Cynthia L. Theiss

CERTIFICATE OF AUTHORITY
for
CYNTHIA L. THEISS, M.D., LLC

This is to certify that the above limited liability company is managed by its member who is listed below and that she is authorized and empowered to transact business on behalf of the company.

Name

Address

Cynthia L. Theiss

12825 Woodmill Drive
Palm Beach Gardens, Florida 33418

Date: SEPT 12, 2003

Name of Company:

CYNTHIA L. THEISS, M.D., LLC

By: C. Theiss, MD

Position: Member

BANKING RESOLUTION
of
CYNTHIA L. THEISS, M.D., LLC

The undersigned, being a member of the above limited liability company authorized to sign this resolution, hereby certifies that on the 9th day of September, 2003 the member of the limited liability company adopted the following resolution:

RESOLVED that the limited liability company open bank accounts with Bank Atlantic and that the member of the company are authorized to take such action as is necessary to open such accounts; that the bank's printed form of resolution is hereby adopted and incorporated into these minutes by reference; that only the following person shall have signature authority over the account:

C Theiss MD
Cynthia L. Theiss

and that said resolution has not been modified or rescinded.

Date: September 12, 2003

C Theiss, MD
Authorized Member
Cynthia L. Theiss