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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Physicians Exchange of Florida, LLC
(Corporation Name) (Document #)
2. _____
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<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
PHYSICIANS EXCHANGE OF FLORIDA, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - Name

The name of the this limited liability company is PHYSICIANS EXCHANGE OF FLORIDA, LLC ("Company").

ARTICLE II - Duration

The Company shall exist perpetually.

ARTICLE III - Address

The mailing and street address for the principal office of the Company is 116 Echo Drive, Jupiter, Florida 33458.

ARTICLE IV - Admission of Additional Members

Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE V - Members Rights to Continue Business

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

ARTICLE VI - Management

The daily, usual course of business of the Company will be managed by a manager (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also hold the offices and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vote

of the members holding two-thirds interest in the Company. The names and addresses of the persons who shall jointly serve as the Manager are as follows:

William Kulok
116 Echo Drive
Jupiter, FL 33458

Mark Dorfman
116 Echo Drive
Jupiter, FL 33458


ARTICLE VII - Operating Agreement

The members shall have the power to adopt, alter, amend, or repeal operating agreements of the Company containing provisions for the regulation and management of the affairs of the Company.


ARTICLE VIII - Registered Agent and Office

The street address of the Corporation's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such office is CT Corporation.

The undersigned executed these Articles of Organization effective as of September 1st, 2003.



William Kulok



Mark Dorfman

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE
AND
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is PHYSICIANS EXCHANGE OF FLORIDA, LLC.
2. The name and address of the registered agent and office is:

CT Corporation
1200 South Pine Island Road
Plantation, Florida 33324

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.

CT CORPORATION:

By: _____

Name: **PETER F. SOUZA**
Title: **ASSISTANT SECRETARY**
Registered Agent

Date: 11/18/03