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*L04-6991*  
*OK*

EFFECTIVE DATE

1-9-04

2004/01/16

**ARTICLES OF ORGANIZATION**

**OF**

**PANAM, TM, 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 PANAM, TM, 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 9, 2004.

**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.

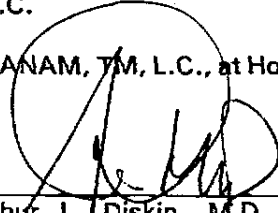
**ARTICLE VII**

**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 Steven Stern.

The undersigned, as sole member, certifies that this instrument constitutes the proposed Articles of Organization of PANAM, TM, L.C.

Executed by the undersigned sole member of PANAM, TM, L.C., at Hollywood, Florida.



\_\_\_\_\_  
Arthur L. Diskin, M.D., its sole member

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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 PANAM, TM, L.C.

The name of the registered agent for PANAM, TM, 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 PANAM, TM, L.C., has appointed me, Mr. 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: 1/9/2004

Steven Stern  
Steven Stern

The foregoing instrument was acknowledged before me this 9 day of January, 2004, by Steven Stern, resident agent on behalf of PANAM, TM, 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:

Isabelle St-Cyr  
Notary Public, State of Florida at Large

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

Resident Agent  
PANAM, TM, L.C.,  
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