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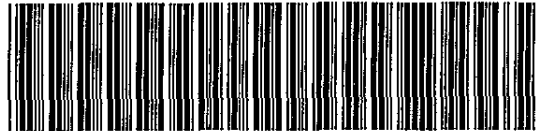
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THE LAW FIRM OF
FRANK • WEINBERG • BLACK, P.L.

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STEVEN A. WEINBERG

January 22, 2004

VIA FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporation
Attn: 2001 Uniform Business Report Dept.
409 E. Gaines Street
Tallahassee, FL 32399

RE: **Articles of Organization of NGM Healthcare Services, L.L.C.**
Our File No.: 10327.001

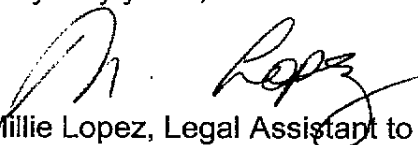
Dear Madam/Sir:

I have enclosed executed Articles of Organization for NGM Healthcare Services, L.L.C. together with our firm's check in the amount of \$125.00 representing the filing fee. Please file said Article of Organization with the State.

Should you have any questions or concerns, please feel free to contact me.

Thank you for your attention to this matter.

Very truly yours,


Millie Lopez, Legal Assistant to
Steven W. Deutsch, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
NGM Healthcare Services, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Limited Liability Company is: NGM Healthcare Services, L.L.C.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and the street address of the principal address of the Limited Liability Company is: 1025 NE 202 Terrace, North Miami Beach, FL 33179.

ARTICLE III
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this company is: Steven W. Deutsch, Esquire. The street address of the initial registered office of the Limited Liability Company in the State of Florida is: c/o Frank, Weinberg & Black, P.L., 7805 S.W. 6th Court, Plantation, Florida 33324.

ARTICLE IV
MANAGEMENT

The name and address of each Manager or Managing Member is as follows: Managing Member, Nina Cicale, 1025 NE 202 Terrace, North Miami Beach, FL 33179.

IN WITNESS WHEREOF, the undersigned subscribing Member has executed these Articles of Organization effective this 20th day of January, 2004.

By: *Nina Cicale*
Nina Cicale, /Member

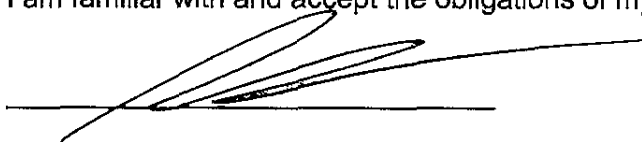
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, 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: NGM Healthcare Services, L.L.C.
2. The name and address of the registered agent and office is:

Steven W. Deutsch, Esquire
c/o Frank, Weinberg & Black, P.L.
7805 S.W. 6th Court
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.



(Date)

1/20/04

SECRETARY OF
TALLAHASSEE, FLORIDA
04 JAN 23 AM 11:05
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