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Michael D. Milnes, Esq.  
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(Address)

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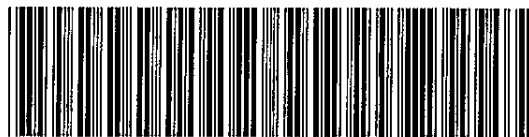
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**ARTICLES OF ORGANIZATION  
FOR MEDQUIPCO , LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I—NAME**

The name of the Limited Liability Company shall be MEDQUIPCO, LLC ("The Company").

**ARTICLE II—ADDRESS.**

The mailing and street address of the principal office of MEDQUIPCO, LLC, shall be:

1213-B TMH Court  
Tallahassee, Florida 32308

**ARTICLE III—MEMBERSHIP; CONTRIBUTIONS; QUORUM; VOTING.**

The initial member shall be Robert Goethe, M.D., who shall have the right to create by Resolution of the company such additional memberships as he considers appropriate to be issued upon such terms as he considers appropriate. Each member shall be liable to the Company for a prorata share of startup costs and a prorata share of all capital contributions. A quorum shall consist of members with the authority to vote not less than 51% of the votes of all memberships issued. A quorum shall be required to convene a meeting of the members or for any vote of the memberships to be taken. A simple majority of the votes cast by the members, shall be the act of the Company.

**ARTICLE V—REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S  
SIGNATURE**

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

Donald L. Bell  
1016 Shalimar Drive  
Tallahassee, Florida 32312

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 obligation of my position as registered agent as provided for in Chapter 608, F.S.

  
Donald L. Bell, Registered Agent

11-29-04  
Date

**ARTICLE VI—MANAGEMENT**

MEDQUIPCO, LLC, shall upon creation be managed by its initial member, and the name and address of the initial manager, who shall be the Managing Member of the Company is:

Robert Goethe, M.D.  
1016 Shalimar Drive  
Tallahassee, Florida 32312

The Company may by majority vote of the members create, alter or change management positions and management structure at any time after its creation, as it considers appropriate.

*Robert C. Goethe*

**Signature of a Member or authorized representative of a Member**

(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.)

*Robert C. Goethe*  
Robert Goethe, M.D.

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