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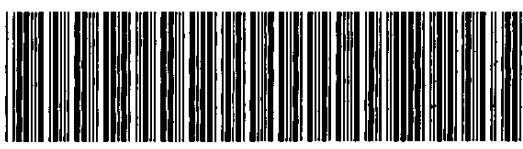
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June 29, 2007

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: Palm Bay Urgent Care, P.L.

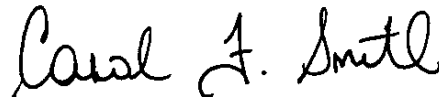
Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with our firm's check in the sum of \$125.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned in the self addressed stamped envelope attached hereto.

Thank you for your assistance in this matter.

Sincerely,



Carol F. Smith, Paralegal Asst to
Stephen J. Lacey, Esquire

Enclosure: As Noted

**ARTICLES OF ORGANIZATION
OF
PALM BAY URGENT CARE, P.L.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Organization and intending to form and create a Limited Liability Company under and pursuant to the Florida Professional Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, does hereby state and certify the following:

I. NAME

The name of the Limited Liability Company shall be PALM BAY URGENT CARE, P.L. (the "Company").

II. ADDRESS

The mailing and street address of the Company and its principal office is: 2194 S. Highway A1A, #106, Indian Harbor Beach, Florida.

III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Limited Liability Company in the State of Florida is BJORN DIMBERG, M.D., 2194 S. Highway A1A, #106, Indian Harbor Beach, Florida.

IV. PURPOSE

The purpose for which the Company is being formed is to engage in the practice of medicine and each of its subspecialties, including without limitation, urgent care medicine.

V. INITIAL MANAGERS

The names and addresses of the Initial Managers of the Limited Liability Company are as follows:

Name	Address
Maxmyles Medical Services, P.A.	2194 S. Highway A1A, #106 Indian Harbor Beach, Florida 32937
Lily Medical Services, Inc.	2194 Highway A1A, # 106 Indian Harbor Beach, Florida 32937

VI. INITIAL MEMBERS

The Limited Liability Company shall be initially organized with two (2) members. The name and address of the Initial Members of the Limited Liability Company are:

Name	Address
Maxmyles Medical Services, P.A.	2194 Highway A1A, #106 Indian Harbor Beach, Florida 32937
Lily Medical Services, Inc.	2194 Highway A1A, # 106 Indian Harbor Beach, Florida 32937

VII. ADDITIONAL MEMBERS

The Company shall have the right to add additional members according to the terms of the Company's Operating Agreement.

VIII. DURATION

This Company shall exist perpetually.

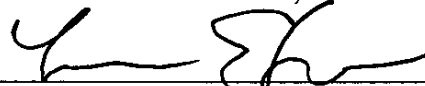
IN WITNESS WHEREOF, the undersigned, in their respective capacities as initial members and initial managers for the purpose of forming a Professional Limited Liability Company under the laws of the State of Florida, do make and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seal this 28th day of June, 2007.

Initial Members/Managers:

MAXMYLES MEDICAL SERVICES, P.A.

By: 
BJORN DIMBERG, M.D., President

LILY MEDICAL SERVICES, INC.

By: 
LAWRENCE SMITH, D.O., President

DO

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Bonn Dimberg known to me to be the persons who executed the foregoing Articles of Organization, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed, in their respective capacities as Initial Members and Initial Managers. Said person is () personally known to me or () presented a Florida drivers license as identification.

WITNESS my hand and official seal this 28th day of June, 2007.

Cheryl A. Alyea
Notary Public, State of Florida

My Commission Expires:  Notary Public State of Florida
Cheryl A Alyea
My Commission DD385276
Expires 01/11/2009

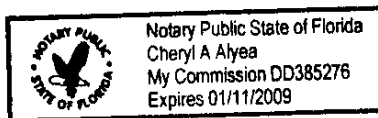
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Laurence Smith, to me known to be the person who executed the foregoing Articles of Organization, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed. Said person is () personally known to me or () presented a Florida drivers license as identification.

WITNESS my hand and official seal this 28th day of June, 2007.

Cheryl A. Alyea
Notary Public, State of Florida

My Commission Expires:

 Notary Public State of Florida
Cheryl A Alyea
My Commission DD385276
Expires 01/11/2009

**STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
PALM BAY URGENT CARE, P.L.**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby files this statement of the designation and acceptance of the initial registered agent of PALM BAY URGENT CARE, P.L.

The street address of the initial registered office of this Limited Liability Company is 2194 Highway A1A, #106, Indian Harbor Beach, Florida 32937, and the name of the initial registered agent of this Limited Liability Company at that address is BJORN DIMBERG, M.D.

DATED this 28th day of June, 2007.

MAXMYLES MEDICAL SERVICES, P.A.,
Managing Member

By: 
BJORN DIMBERG, M.D., President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of PALM BAY URGENT CARE, P.L. at the initial registered office of the Limited Liability Company at 2194 Highway A1A, #106, Indian Harbor Beach, Florida 32937.

By: 
BJORN DIMBERG, M.D.

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TALLAHASSEE, FLORIDA