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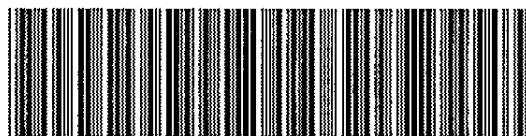
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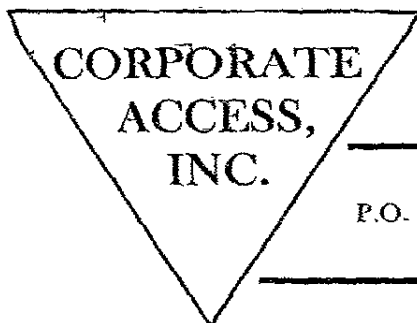
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LLC

1. URGICARE, LLC
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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**ARTICLES OF ORGANIZATION
OF
URGICARE, LLC**

ARTICLE I - Company Name:

The name of the Company is:

UrgiCare, LLC

ARTICLE II - Commencement and Term of Existence:

The term of existence of the Company shall be for a period of thirty (30) years from the filing date of these Articles of Organization with the Department of State.

ARTICLE III - Mailing Address of Company:

The mailing address of this Company is:

c/o Marc H. Auerbach, Esq.
201 S. Biscayne Blvd.
Suite #2000
Miami, Florida 33131

ARTICLE IV - Street Address of Company:

The street address of the principal office of the Company is:

c/o Lane R. Phillips
725 Broadoak Loop
Sanford, Florida 32771

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TALLAHASSEE, FLORIDA

ARTICLE V - Registered Agent and Registered Agent Address:

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Marc H. Auerbach, Esq.
201 S. Biscayne Blvd.
Suite #2000
Miami, Florida 33131

ARTICLE VI - Management:

The Company shall be managed by its Managers.

ARTICLE VII – Members:

The name and address of the initial Members are:

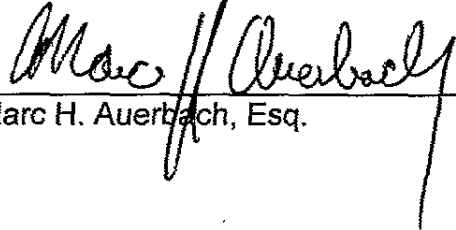
Evan B. Phillips
18305 Biscayne Blvd.
Suite 220
Aventura, Florida 33180

Lane R. Phillips
725 Broadoak Loop
Sanford, Florida 32771

Charles J. Schoninger
509 North Tejon Street
Colorado Springs, Colorado 80903

IN WITNESS WHEREOF, the undersigned authorized representative of the Members have executed the foregoing Articles of Organization as of the 24th day of August, 2007.

AUTHORIZED REPRESENTATIVE:

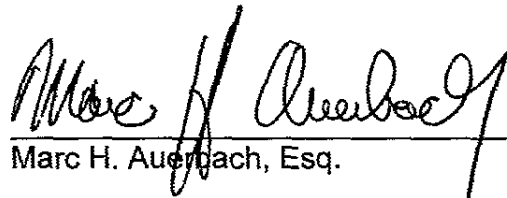


Marc H. Auerbach, Esq.

CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM SERVICE
OF PROCESS WITHIN THIS STATE MAY BE SERVED

The following is submitted pursuant to Section 608.415 of the Florida Statutes:

Having been appointed registered agent of UrgiCare, LLC, in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.



Marc H. Auerbach, Esq.

Dated: August 24, 2007