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THE HEALTH LAW FIRM

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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : GEORGE F. INDEST III, P.A. - THE HEALTH LAW FIRM
Account Number : I200000000056
Phone : (407) 331-6620
Fax Number : (407) 331-3030

FLORIDA/FOREIGN LIMITED LIABILITY CO.

PHYSICIANS' COUNSEL, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
PHYSICIANS' COUNSEL, LLC**

**ARTICLE I
Name and Duration**

The name of this Limited Liability Company is PHYSICIANS' COUNSEL, LLC (hereinafter referred to as the "Company"). The duration of the Company shall be perpetual, commencing as of when accepted for filing by the Secretary of State.

**ARTICLE II
Principal Office**

The mailing address and street address of the principal office of the Company is 1101 Douglas Avenue, Altamonte Springs, Florida 32714, or such other place as the Members may determine from time to time.

**ARTICLE III
Registered Office and Agent**

The address of the registered office of the Company in the State of Florida is 1101 Douglas Avenue, Altamonte Springs, Florida 32714. The name of the registered agent at such address is The Health Law Firm.

**ARTICLE IV
Company Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Company are to organize, market, promote, and provide legal services to members of the Physician Advocacy Program® ("PAP"), to offer physicians and other health care professionals with certain legal services, and to engage in any other lawful business, activity or purpose that it elects to pursue and to do all other acts necessary or desirable to implement the purposes of the Company.

2. The Company shall have all of the powers granted to a limited liability company under the laws of the State of Florida, including, without limitation, the powers specifically enumerated in Section 608.404, Florida Statutes.

3. In furtherance of its purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a company under the laws of the State of Florida, including, without limitation, the powers specifically enumerated in Section 608.404, Florida Statutes.

**ARTICLE V
Members**

1. The initial members of the Company (the "Members") are set forth in the Company's records dated as of the date hereof.

2. Additional Members may be admitted from time to time only upon the written consent of all of the Members, and under the terms and conditions upon which such consent may be conditioned.

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ARTICLE VI
Amendment

The Members shall have the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by a written agreement among the Members and all rights conferred upon Members herein are granted subject to this reservation.

ARTICLE VII
Regulations

The power to adopt, alter, amend or repeal an Operating Agreement (Regulations) for the management of this Company shall be vested in the Members.

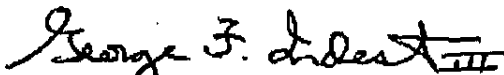
ARTICLE VIII
Transferability of Members' Interest

A Member's interest in the Company may be transferred only with the unanimous written consent of all the remaining Members. The Members may execute additional agreements among themselves further limiting transfers.

The undersigned, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does execute, file and record these Articles of Organization, and does certify that the facts herein stated are true.

DATED as of the 21st day of December, 2007.

AUTHORIZED REPRESENTATIVE & ORGANIZER


GEORGE F. INDEST III, ESQUIRE
The Health Law Firm

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me on this 21st day of December, 2007, by George F. Indest III, who is personally known to me, acting as the Authorized Representative and Organizer of this Company.




NOTARY PUBLIC-STATE OF FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF
PHYSICIANS' COUNSEL, LLC**

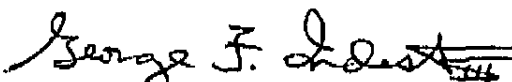
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA:

1. The name of the limited liability company is: **Physicians' Counsel, LLC.**
2. The name and the Florida street address of the registered agent are:

THE HEALTH LAW FIRM
(Attention: George F. Indest III, President)
1101 Douglas Avenue
Altamonte Springs, Florida 32714

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.

THE HEALTH LAW FIRM


GEORGE F. INDEST III, ESQUIRE
President
The Health Law Firm
1101 Douglas Avenue
Altamonte Springs, Florida 32714
(407) 331-6620

DATED: December 21, 2007

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