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FAX AUDIT NO: H95000000118

ARTICLES OF ORGANIZATION OF  
UNIVERSAL HEALTH ALLIANCE, L.C.

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ARTICLE I  
NAME

The name of the limited liability company is UNIVERSAL HEALTH ALLIANCE, L.C.

ARTICLE II  
PURPOSES AND POWERS

The limited liability company is authorized to transact any business permitted by the laws of the State of Florida, from time to time, for a limited liability company.

ARTICLE III  
PROFITS AND LOSSES

Profits and losses shall be allocated to members as provided in regulations adopted and as amended from time to time by the members (the "Regulations").

ARTICLE IV  
DURATION

The limited liability company shall exist until December 31, 2030, unless earlier dissolved in a manner provided by law or as provided in the Regulations adopted by the members.

ARTICLE V  
PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be at 9350 S. Dixie Highway, Suite 1220, Miami, Florida 33156.

THIS INSTRUMENT PREPARED BY:  
RICHARD M. SPECTOR  
Adorno & Zeder, P.A.  
2601 S. Bayshore Drive, Suite 1600  
Miami, Florida 33133 (Phone: 305-858-5555)  
Florida Bar No: 394815

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**ARTICLE VI  
MANAGEMENT**

Management of the limited liability company is reserved to its members, a committee of which shall serve as the managers as determined by the Regulations (the "Board of Managers") until the first annual meeting of members or until their successors are elected and qualify. The name and address of the initial member of the Board of Managers is as follows:

Malom Financial Services, Inc.  
9350 S. Dixie Highway  
Suite 1220  
Miami, Florida 33156.

**ARTICLE VII  
INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 9350 S. Dixie Highway, Suite 1220, Miami, Florida 33156, and the name of its initial registered agent at such address is Malom Financial Services, Inc., a Florida corporation.

**ARTICLE VIII  
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members only by the approval of the Board of Managers. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the consent of a majority of the non-transferring membership interests in the limited liability company.

**ARTICLE IX  
CONTINUATION OF THE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right continue the business only upon consent within 90 days after such event of a majority of the remaining membership interests in the limited liability company.

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**ARTICLE X  
AMENDMENT**

These Articles of Organization may be amended only by the affirmative consent of a majority in membership interests in the limited liability company.

Executed this 31 day of December, 1994.

MEMBER:  
MAYOM FINANCIAL SERVICES, INC.

BY: 

ITS: Chairman

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ARTICLES OF ORGANIZATION  
(limited liability company)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of UNIVERSAL HEALTH ALLIANCE, L.C., a Florida limited liability company, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$ 5,000.
3. No property other than cash has been contributed by the members.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 10,000. This total includes amounts from items 2 and 3 above.

MEMBER:  
MALOM FINANCIAL SERVICES, INC.  
a Florida corporation

By:   
Its: Chairman

DATED: December 31 , 1994

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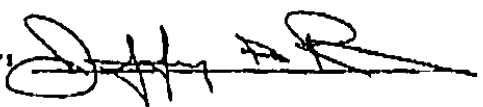
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**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of UNIVERSAL HEALTH ALLIANCE, L.C., the undersigned hereby accepts such appointment, agrees to act in such capacity, and is familiar with and accepts the obligations imposed by Florida Statutes Section 608.415.

Executed this 31 day of December, 1994.

MALOM FINANCIAL SERVICES, INC.

By: 

Its: Chairman

Continuation of Form

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