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DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: INTEGRATED PRIMARY CARE, L.C.

FAX AUDIT NUMBER: H96000001784

CURRENT STATUS: REQUESTED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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INTEGRATED PRIMARY CARE, INC.
1200 South Pine Island Road
Suite 400
Plantation, Florida 33324

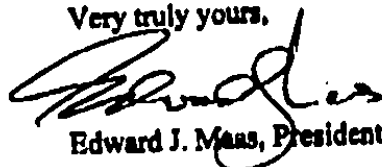
February 6, 1996

Secretary of State of Florida
Tallahassee, Florida

Gentlemen:

Please be advised that Integrated Primary Care, Inc. individually and as the sole general partner of Integrated Primary Care, Ltd., a Florida limited partnership hereby consents to the use of the name Integrated Primary Care, by Integrated Primary Care, L.C., a Florida limited liability company, whose Articles of Organization are being filed concurrently herewith.

Very truly yours,



Edward J. Maas, President

Prepared by: David F. Parish, Esq., FL Bar #275786
Ruden McClosky, Et al, 700 Brickell Ave.
Miami, FL 33131
(305) 789-2700

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**ARTICLES OF ORGANIZATION OF
INTEGRATED PRIMARY CARE, L.C.**

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The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is Integrated Primary Care, L.C.
2. **Duration.** The period of duration of the limited liability company is thirty (30) years from the date of filing hereof with the Florida Secretary of State, unless sooner dissolved as provided by statute or by the Integrated Primary Care, L.C. Regulations.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in the practice of medicine as an integrated group medical practice and otherwise engaging in any other lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business.** The address of its principal place of business is 1200 South Pine Island Road, Suite 400, Plantation, Florida 33324.
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Edward J. Maas, 1200 South Pine Island Road, Suite 400, Plantation, Florida 33324.
6. **Capitalization.** The capital contributions of the Members, having an agreed value totaling \$20.00, when contributed, shall be allocated as follows:

<u>Name</u>	<u>Contribution</u>
Edward J. Maas	\$10.00
David Parish	\$10.00

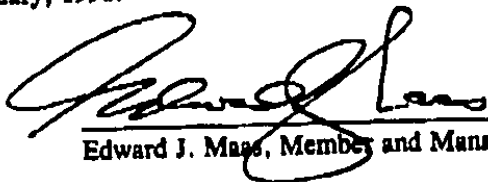
Prepared by: David F. Parish, Esq., FL Bar #275786
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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7. Additional Liability of Members. No additional capital contributions of the Members will be required.
8. Admission of Additional Members. Additional Members may only be admitted with the consent of the Members constituting not less than two-thirds (2/3) of all of the Members with any Corporate Member for purposes of such vote having a vote equal in number to the number of its shareholders, as provided in the Company's regulations adopted by the Members (the "Regulations").
9. Continuity. The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, with the unanimous approval of all of the Members as provided in the Regulations.
10. Management. The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Managers who shall have exclusive authority to act for the limited liability company in all matters. The name and address of the initial Manager of the Company is Edward J. Maas, 1200 South Pine Island Road, Suite 400, Plantation, Florida 33324.

DATED this 6th day of February, 1996.


Edward J. Maas, Member and Manager

Prepared by: David F. Parish, Esq., FL Bar #275786
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for Integrated Primary Care, L.C., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 6th day of February, 1996.


Edward J. Mann

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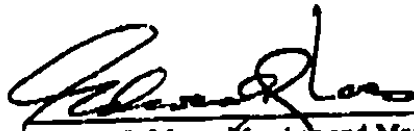
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of Integrated Primary Care, L.C. deposes and says:

1. The above-named limited liability company has at least two (2) Members;
2. The total amount of cash contributed by the Members is \$20.00; and
3. The Members have not contributed any property other than cash.



Edward J. Maas, Member and Manager

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