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NAME: PODICARE MEDICAL, L.C.

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SECTION OF CORPORATIONS

96 JUN 28 AM 11:36

RECEIVED

ARTICLES OF ORGANIZATION
OF
PODICARE® MEDICAL, L.C.
A Florida Limited Liability Company

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RECEIVED
JUN 28 PM 1:51
CLERK OF DISTRICT COURT
JULY 1 1996

FILED

The undersigned, acting as a member of a limited liability company under the Florida Limited Liability Company Act as set forth in Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for Podicare® Medical, L.C. (the "Company"):

ARTICLE I

NAME

The name of the Company is Podicare® Medical, L.C.

ARTICLE II

DURATION

The period of duration of the Company is until the close of business on December 31, 2048, or until the earlier dissolution of the Company in accordance with the provisions of its regulations.

ARTICLE THREE

ADDRESS

The mailing address and street address of the principal office of the Company is 2500 East Hallandale Beach Boulevard, Suite 803, Hallandale, Florida 33009.

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Company is George Pollack, 2500 East Hallandale Beach Boulevard, Suite 803, Hallandale, Florida 33009.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-8400

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ARTICLE FIVE

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MANAGEMENT

The Company shall be managed by a manager or managers to be elected in accordance with the Company's regulations. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified are:

George Pollack
2500 East Hallandale Beach Blvd.
Suite 803
Hallandale, FL
33009

Jeffrey Gallitz, M.D., D.P.M.
210 S. Federal Highway
Suite 401
Hollywood, FL
33020

ARTICLE SIX**ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admission of new members shall be governed by the Company's regulations.

ARTICLE SEVEN**MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member of the Company.

ARTICLE EIGHT**INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability

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incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned as of June 22, 1996.

MEMBERS:

PODICARE®, INC., a Florida corporation

By: 
Jeffrey L. Galtz, M.D., D.P.M., President

PODIHEALTH CORPORATION, INC., a
Florida corporation

By: 
George Pollack, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for PODICARE® MEDICAL, L.C. in the foregoing Articles of Organization, I hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.


GEORGE POLLACK

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, being a member of Podicare® Medical, L. C., a Florida limited liability company (the "Company"), hereby deposes and says:

1. The Company has at least two (2) members.
2. The total amount of cash contributed to the Company by the members of the Company is \$400.00.
3. The agreed value of property other than cash contributed to the Company by the members of the Company, if any, is \$-0-. No property other than cash is being contributed to the Company by the members of the Company.
4. The total amount of cash and property anticipated to be contributed to the Company by the members of the Company, inclusive of the amounts set forth in 2. and 3. above, is \$400.00.

MEMBERS:**PODICARE®, INC., a Florida corporation**

By: 
Jeffrey L. Galitz, M.D., D.P.M., President

**PODIHEALTH CORPORATION, INC., a
Florida corporation**

By: 
George Pollack, President

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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

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The foregoing instrument was acknowledged before me this 27th day of June, 1996, by Jeffrey L. Gallitz, M.D., D.P.M. as President of Podicare®, Inc., who is personally known to me or who has produced Driver License as identification.

NOTARY PUBLIC:

Sign: [Signature]
Print: NORMA PANDOLF

State of Florida

My commission expires:



STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

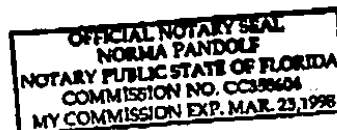
The foregoing instrument was acknowledged before me this 27th day of June, 1996, by George Pollack as President of Podihealth Corporation, who is personally known to me or who has produced Driver License as identification.

NOTARY PUBLIC:

Sign: [Signature]
Print: NORMA PANDOLF

State of Florida

My commission expires:



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June 28, 1996

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