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Caruncho & Mur
PROFESSIONAL ASSOCIATION
#600 DOUGLAS ROAD
SUITE 801
Coral Gables, Florida 33134

JOSEPH L. CARUNCHO
LAZARO J. MUR
ANA G. HARRIS
ANNETTE G. ONORATI

DATE (305) 441-8780
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July 29, 1996

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: G.I.S.F. ENDOSCOPY MANAGEMENT, L. C. and
G.I.S.F. ENDOSCOPY CENTER, LTD.

Dear Sir or Madam:

AUG 1 1996 BSB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find the following documents relating to the reference:

1. Original executed Articles of Organization and Affidavit Under Florida Status Sec. 608.407(2) for G.I.S.F. ENDOSCOPY MANAGEMENT, L.C., together with check No. 1007, payable to the Secretary of State, in the sum of \$337.50, in payment of the filing fee.
2. Original executed Certificate and Affidavit of Florida Limited Partnership of G.I.S.F. ENDOSCOPY CENTER, LTD., together with check No. 1006, payable to the Secretary of State, in the amount of \$507.50, in payment of the filing fee.

Please file the above documents in the following order:

First: Articles of Organization and Affidavit of G.I.S.F. ENDOSCOPY MANAGEMENT, L.C.

Second: Certificate and Affidavit of Florida Limited Partnership of G.I.S.F. ENDOSCOPY CENTER, LTD.

Please return to the undersigned the original Certificate of Organization and Certificate

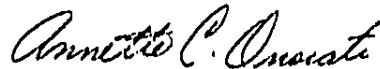
July 29, 1996
Department of State
Page 2

of Limited Partnership for the two entities. A self-addressed and stamped envelope is provided for the return of the documents.

Should you have any questions, please contact the undersigned.

Sincerely,

CARUNCHO & MUR, P. A.



Annette C. Onorati
For the Firm

Enclosures

cc: Javier Sobrado, M.D.
Joseph L. Caruncho, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF**

G.I.S.F. ENDOSCOPY MANAGEMENT, L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I

NAME

The name of the limited liability company is G.I.S.F. ENDOSCOPY MANAGEMENT, L.C.

ARTICLE II

DURATION AND EFFECTIVE DATE

The period of this company's duration shall commence upon the filing of the Articles of Organization and shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III

ADDRESS

The mailing and street address of the principal office of the limited liability company is 1100 S.W. 57th Avenue, Miami, Florida, 33144.

Fax Audit No. _____

This instrument prepared by:

Annette C. Onorati, Esq.

FL Bar No. 989230

Caruncho & Mur, P.A.

2600 Douglas Road

Suite 501

Coral Gables, FL 33134

(305) 569-9469

Fax Audit No. _____

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 2600 Douglas Road, Suite 501, Coral Gables, Florida 33134, and the name of the registered agent of this company at that address is Caruncho & Mur, P.A.

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of the Manager and the affirmative vote of the holders of a majority interest of the Members of the Company, upon the written application of such new member.

ARTICLE VI

RIGHT TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, dissolution or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE VII

MANAGEMENT OF COMPANY

The business of the Company shall be managed by a Manager. The name and address of the initial Manager, who is to serve until the first annual meeting of Members or until its successor is elected and qualified, is:

Endoscopy Center of South Florida, Inc.
1100 S.W. 57 Avenue
Miami, FL 33144

ARTICLE VIII

TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Company may only be transferred or assigned if all of the remaining Members of this Company approve of such transfer or assignment by unanimous written consent. Otherwise, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become a Member, and shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise

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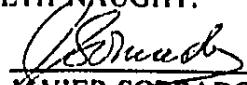
**AFFIDAVIT UNDER
FLORIDA STATUTE §608.407(2)**

STATE OF FLORIDA)
COUNTY OF DADE)

Before the undersigned authority, personally appeared JAVIER SOBRADO, M.D.:

1. Affiant is a member of G.I.S.F. ENDOSCOPY MANAGEMENT, L.C.
2. That G.I.S.F. ENDOSCOPY MANAGEMENT, L.C. has at least two members.
3. The amount of cash and description and agreed value of the property other than cash contributed by the members is \$1,000.00.
4. The amount anticipated to be contributed by the members is \$4,000.00.

FURTHER AFFIANT SAYETH NAUGHT.


JAVIER SOBRADO, M.D., Member of
G.I.S.F. Endoscopy Management L.C.

Sworn to and subscribed before me this 26 day of July, 1996,
by JAVIER SOBRADO, M.D., who is personally known to me or who has produced
FL Drivers License as identification.


NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

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ANNETTE C. ONORATI
My Commission C0358090
Expires Mar. 13, 1998
Bonded by HAI
800-422-1555


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would be entitled.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 26 day of July, 1996.

Member:



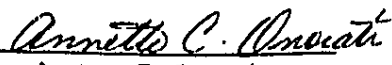
JAVIER SOBRADO, M.D.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 26 day of July, 1996.

CARUNCHO & MUR, P.A.

By: 
Annette C. Onorati

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TALLAHASSEE, FLORIDA

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