

Sent by: GREENBERG, TRAUER

579-0717

04/02/97 15:42

Page 2/6

L97000000383

4/01/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:05 PM

((H97000005362 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GREENBERG, TRAUER, HOFFMAN, ET AL.

ACCT#: 076077001461

CONTACT: ELIZABETH C GALVIN

PHONE: (305)789-5449

FAX #: (305)579-0717

NAME: MEDICAL UTILIZATION REVIEW ASSOCIATES, L.L.C

AUDIT NUMBER.....H97000005362

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$337.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

COMPSERV.ASX | ANSI | PDX | 9600 E71 | LOG CLOSED | PRT OFF | ANY_PORT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR - 1 AM 8:26

W97-7575

5
4/3

GREENBERG
ATTORNEYS AT LAW
TRAURIG

Transmittal Cover Sheet

TO Bobbie Cox
Company State of Florida
Fax Number 904-922-4002
Phone Number 904-487-6937
FROM Sheryl Vainstein
File Number 16243.0123
Comments As per our conversation, please be advised that the Corporation with the name Medical Utilization Review Associates and the attached Articles of Organization of Medical Review Associates, L.L.C. are related entities. In addition, I am requesting a filing date of April 1, 1997. Please fax me a certified copy of the Articles of Organization as soon as possible at 305-579-0717. Thank you for your cooperation.

Date April 2, 1997
Time 2:04 pm
No. Pages Including this cover sheet Five (5)

Please notify us immediately if not received properly at 305-579-0500.

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the address below via the U.S. Postal Service. We will reimburse you for your postage. Thank you.

1221 Brickell Avenue, Miami, Florida 33131 305-470-0500 Fax 305-579-0717

(H97000005362 3)

**ARTICLES OF ORGANIZATION
OF
MEDICAL UTILIZATION REVIEW ASSOCIATES, L.L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -1 AM 8:26

ARTICLE I - Name

The name of the Limited Liability Company is MEDICAL UTILIZATION REVIEW ASSOCIATES, L.L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 815 N.W. 57th Avenue, Suite 114, Miami, Florida 33126.

ARTICLE III - Duration

The Company shall exist until December 31, 2026, unless sooner dissolved in accordance with Florida law.

ARTICLE IV - Management

The Company is to be managed by a Governing Board, comprised of the managers within the meaning of Fla. Stat. 608.407(1)(g)(1), as set forth in the Operating Agreement of the Company. The names and addresses of the members of the Governing Board who are to serve as such until their respective successors are elected and qualify are as follows:

Sergio Gonzalez-Arias, M.D.
Brian E. Keeley
Ralph E. Lawson

Carolina Calderin
Michael J. Mora

The members reserve certain management decisions outside the usual course of the Company's business, which decisions will require a vote of the members of the Company.

ARTICLE V - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and condition of the admissions shall be as stated in the Operating Agreement of the Company.

This document was prepared by William B. Eck, Greenberg Traurig,
1221 Brickell Avenue, Suite 2100, Miami, Florida 33131. Florida
Bar No. 0628190.

(H97000005362 3)

(H97000005362 3)

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to 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 in the Company shall be as stated in the Operating Agreement of the Company.

ARTICLE VI - Registered Agent and Office

The street address of the Corporation's initial registered office is 8900 North Kendall Drive, Miami, Florida 33176, and the name of its registered agent at such address is Jody Lehman, Esq.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of April 1, 1997.



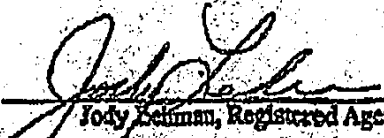
Authorized Representative of a Member

(H97000005362 3)

(H97000005362 3)

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MEDICAL UTILIZATION REVIEW ASSOCIATES, L.L.C. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.


Jody Schuman, Registered Agent
Dated: April 1, 1997.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 APR -1 AM 8:26

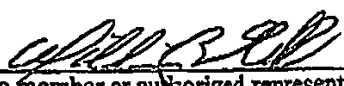
(H97000005362 3)

(H97000005362 3)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MEDICAL UTILIZATION REVIEW ASSOCIATES, L.L.C. deposes and says:

1. the above named Company has at least two members;
2. the total amount of cash contributed by the members is \$0.00;
3. if any, the agreed value of property other than cash contributed by members is: \$0.00
4. the total amount of cash or property anticipated to be contributed by members is \$4,000,000. This total includes amount from 2 and 3 above.


Signature of a member or authorized representative of a member

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR - 1 AM 8:26

(H97000005362 3)