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April 21, 1997

Secretary of State
Division of Corporations
Attn: NEW CORP. FILINGS
409 East Gaines Street
Tallahassee, Florida 32301

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****285.00 ****285.00

Re: Prism Medical Management, L.C.

Dear Sir or Madam:

Enclosed for filing please find two originals and one copy of Articles of Organization of Prism Medical Management, L.C. I have also enclosed our check in the amount of \$285.00, which represents the filing fee for same.

Please file the originals and return the enclosed copy stamped "filed" to the undersigned in the envelope provided for your convenience.

Please do not hesitate to contact me if you have any questions concerning the foregoing.

Very truly yours,



David J. Menkhaus

DJM/rs
Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
PRISM MEDICAL MANAGEMENT, L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

SECTION 1

NAME

The name of this limited liability company is Prism Medical Management, L.C. (the "Company").

SECTION 2
DURATION

The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statute Section 608.441, or the Regulations of the Company, unless continued by the consent of not less than a majority of the remaining members.

SECTION 3
MAILING ADDRESS AND STREET ADDRESS

The Company's mailing and street address is 1905 Clint Moore Road, Boca Raton, Florida, 33431.

SECTION 4
REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is David J. Menkhaus. The street address of the initial registered agent of the Company is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida, 33431.

SECTION 5
ADDITIONAL MEMBERS

Additional members to the Company may be admitted, but only if a Super-Majority in Interest (as defined in the Company's Membership Operating Agreement (the "Regulations")) of the current members agree to the admission of the additional members and to the terms of admission. Any new member which is approved by the existing members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations of the Company and such other applicable statutes, rules, regulations at law, or policies for the Company as the managers may from time to time determine in

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FLORIDA

their sole discretion.

SECTION 6 TERMINATION OF MEMBERSHIP

If a member of the Company dies, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company as set forth in the Regulations of the Company or in Chapter 608, Florida Statutes, the remaining member(s) may, by written agreement of a majority in interest of the remaining members, continue the business of the Company.

SECTION 7 MANAGEMENT OF THE COMPANY

The Company shall be managed by managers. The Company shall initially be managed by Robert Colton, M.D., and Ron Blankstein, M.D., whose addresses are both at 1905 Clint Moore Road, Boca Raton, Florida, 33431, who shall serve as managers until the first annual meeting of the members or until their successors are approved and qualify. Thereafter, the Company shall be managed by the number of managers determined by the members as provided in the Regulations of the Company.

SECTION 8 AMENDMENT OF ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a Super-Majority in Interest of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a Super-Majority in Interest of the members of the Company.

SECTION 9 REGULATIONS

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company, upon the affirmative vote of a Super-Majority in Interest of the members of the Company, which vote is taken at a meeting of the members duly called or by written consent of not less than a Super-Majority in Interest of the members of the Company.

SECTION 10 DATE OF EXISTENCE OF THE COMPANY

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of this 18th day of April, 1997.

Robert Colton
Signature of member or authorized
representative of member

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert Colton M.D., known to me to be the person who executed the foregoing Articles of Organization, or who produced identification, and who did take an oath, this 18th day of April, 1997.

David J. Menghaus
Notary Public
State of Florida at Large


My Commission Expires:



AFFIDAVIT OF MEMBERSHIP
AND
CONTRIBUTIONS
OF
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Prism Medical Management, L.C. 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 not in excess of \$27,500.
3. The total amount of cash or property anticipated to be contributed by members is \$27,500. This total includes amounts from 2 above.

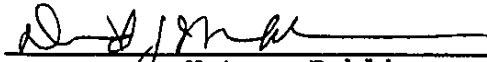


Signature of a member or authorized
representative of a member

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

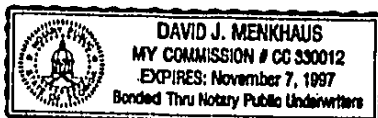
STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert Colton, M.D., known to me to be the person who executed the foregoing Affidavit of Membership and Contributions of Limited Liability Company, or who produced identification, and who did take an oath, this 18th day of April, 1997.



Notary Public
State of Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Prism Medical Management, L.C.

2. The name and address of the registered agent and office is:

David J. Menkhaus
4800 North Federal Highway
Suite 210-A
Boca Raton, FL 33431

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



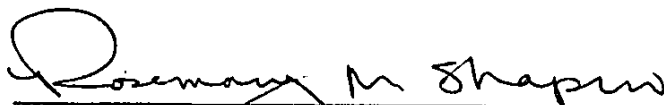
David J. Menkhaus

April 21, 1997

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CLERK OF CIRCUIT COURT
STATE OF FLORIDA
9:06

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Menkhaus, Esquire, known to me to be the person who executed the foregoing Certificate of Designation of Registered Agent/Registered Office, or who produced identification, and who did take an oath, this 21st day of April, 1997.



Rosemary M. Shapiro

My Commission Expires:

Notary Public
State of Florida at Large

