



THE UNITED STATES
CORPORATION
COMPANY

L970000000 606

ACCOUNT NO. : 072100000032

REFERENCE : 413593 4340059

AUTHORIZATION :

Patricia Pygitt

COST LIMIT : \$ 337.50

ORDER DATE : June 3, 1997

ORDER TIME : 11:20 AM

ORDER NO. : 413593-005

CUSTOMER NO: 4340059

1000022000131--8

CUSTOMER: Toni Clark, Legal Assistant
KELLEY DRYE & WARREN, LLP

2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

DOMESTIC FILING

NAME: TRADITION MANAGEMENT SERVICES,
L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

RECEIVED
97 JUN -3 PM 12:22
DIVISION OF CORPORATION

097-1285

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

201 SOUTH BISCAYNE BOULEVARD

2400 MIAMI CENTER

MIAMI, FLORIDA 33131-2399

(305) 372-2400

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(305) 372-2490

NEW YORK, N.Y.

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LOS ANGELES, CA.

CHICAGO, IL.

STAMFORD, CT.

PARSIPPANY, N.J.

BRUSSELS, BELGIUM

HONG KONG

AFFILIATED OFFICES

NEW DELHI, INDIA

TOKYO, JAPAN

June 2, 1997

Via Hand Delivery

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: New Filing Section

Re: Tradition Management Services, L.C.

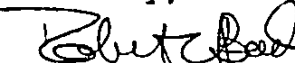
Dear Madam or Sir:

Please be advised that the above referenced limited liability company has common ownership with the existing Florida corporation by the same name.

Tradition Management Services, Inc., a Florida corporation, was incorporated on August 21, 1996. Our office handled that filing, as well.

Thank you for your attention to, and cooperation with respect to this matter. Please call me if you need anything further in order to proceed with this filing.

Sincerely,



Robert C. Boehm, P.A.

Encl.

FILED
TALLAHASSEE, FLORIDA

JUN 3 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 3, 1997

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: TRADITION MANAGEMENT SERVICES, L.C.
Ref. Number: W97000012985

We have received your document for TRADITION MANAGEMENT SERVICES, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197A00029998

RECEIVED
97 JUN -5 AM 9:53
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION
OF**

TRADITION MANAGEMENT SERVICES, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company shall be Tradition Management Services, L.C. (the "Company"). The mailing address and the street address of the principal office of Company in Florida shall be 303 S.E. 17th Street, Fort Lauderdale, Florida 33316.

ARTICLE II. DURATION

The company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate on December 31, 2006, unless the Company is dissolved as provided in these Articles of Organization.

ARTICLE III. PURPOSES AND POWERS

The general purposes for which the Company is organized are to provide services related to the management and administration of healthcare and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Kenneth C. Jenne, II, Conrad, Scherer & Jenne, 633 South Federal Highway, 8th floor, Ft. Lauderdale, Florida 33302.

ARTICLE V. ADMISSION OF NEW MEMBERS

The Company may have both members with voting rights in the management of the Company and members without such voting rights. No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company with voting rights and upon such terms and conditions as shall be

determined by all such members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company but, except as may be provided in the regulations of the Company or in any written agreement among all of the members of the Company with voting rights, the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member with voting rights in the management of the Company unless all the other members of the Company with voting rights other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI. VOTING RIGHTS

Any reference in these Articles of Organization, the regulations of the Company, any agreement among members of the Company or any other document regarding the Company to decisions regarding the management of the Company by agreement, vote or consent of the members of the Company shall mean the unanimous agreement, vote or consent of all of the members of the Company then having voting rights in the management of the Company unless such reference expressly provides otherwise.

ARTICLE VII. AMENDMENT OF ARTICLES

These articles may be amended only by the unanimous written consent of all members then having voting rights in the management of the Company.

ARTICLE VIII. TERMINATION OF EXISTENCE

Except as otherwise provided in a written agreement among all members of the Company having voting rights, the Company shall be dissolved upon the retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or as provided in the regulations of the Company, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX. MANAGEMENT

The management of the Company shall be reserved to the members then having voting rights, in accordance with regulations adopted by, and any written agreements entered into by, the members for the management of the business and affairs of the Company. The regulations and written agreements may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial managing members of the Company, both of whom have voting rights, are:

NAME

ADDRESS

North Broward Hospital
District

303 S.E. 17th Street
Ft. Lauderdale, FL 33316

Physician Practice
Services, Inc.

160 Leucadendra Drive
Coral Gables, FL 33156

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes this 21 day of May, 1997.

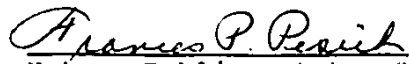


Carl Taylor
authorized representative

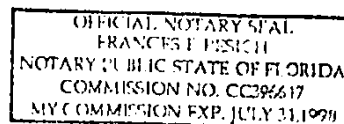
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME personally appeared CARL TAYLOR, known to me to be an organizer of the above limited liability company or who has produced Drivers License (type of identification) as identification and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 21 day of May, 1997.

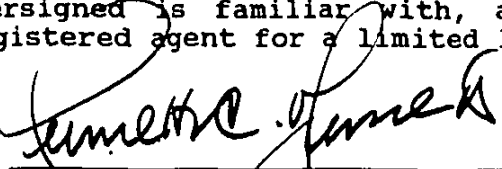


Notary Public, State of Florida
Commission No. _____
My Commission expires _____



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Tradition Management Services, L.C., as the registered agent of said limited liability company, hereby consents to the appointment of the undersigned as registered agent of the company. The undersigned is familiar with, and accepts, the obligations of a registered agent for a limited liability company under Florida law.



Kenneth C. Jenne II
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
TRADITION MANAGEMENT SERVICES, L.C.

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared Carl Taylor who, being by me first duly sworn, on oath, deposes and says as follows that:

He is the authorized representative of the North Broward Hospital District, one of the managing members of Tradition Management Services, L.C., a Florida limited liability company (the "Company"), which has at least two members and has reserved management to the members.

The members of the Company, along with their respective projected maximum capital contributions and percentage interests, are as follows:

<u>Member</u>	<u>Contribution</u>	<u>%</u>
Physician Practice Services, Inc.	\$9,800.00	49 %
North Broward Hospital District	\$10,200.00	51 %
Total maximum projected	\$20,000.00	100%

As of this date, the members have contributed 10% of their maximum projected capital contributions as set forth above; they are not required to make further contributions.

FURTHER AFFIANT sayeth not.



Carl Taylor

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES 12/31/15

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 21 day of May, 1997
by CARL Taylor, who is known to me or has produced the following type of
identification: _____.

Frances P. Pesich
Notary Public, State of Florida at Large

Frances P. Pesich
Printed Name of Notary Public

Commission No. _____
Commission Expires _____

