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JUN-18-97 13:59 From: AKERMAN, SENTERFITT & BIDSON

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: AKERMAN, SENTERFITT & BIDSON, P.A. (WPB)

ACCT#: 104075003305

CONTACT: SEAN P SMYTH

PHONE: (561)659-5990

FAX #: (561)659-6313

NAME: EISENHOWER MEDICAL PASSPORT, L.C.

AUDIT NUMBER.....H97000010005

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS...1

PAGES.....

CERT. COPIES.....0

DECL.METHOD.. FAX

EST.CHARGE.. \$293.75

2+ Cover Page

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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Attention:  
Becky

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION****OF****EISENHOWER MEDICAL PASSPORT, L.C.,****A FLORIDA LIMITED LIABILITY COMPANY**

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

**ARTICLE I.****Name**

The name of this limited liability company shall be Eisenhower Medical Passport, L.C. (the "Company").

**ARTICLE II.****Duration**

The period of duration for the Company shall be perpetual.

**ARTICLE III.****Address**

The mailing and street address of the principal office of the Company, shall be 150 North Beach Road, Jupiter Island, Florida 33455.

**ARTICLE IV.****Registered Agent**

The name of the initial registered agent of the Company, shall be Philip M. Sprinkle II, Esquire. The street address of the initial registered office of the Company, shall be Phillips Point - East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401.

**ARTICLE V.****Purpose**

The purpose of the Company shall be to engage in any and all lawful business for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

Philip M. Sprinkle II, Esquire  
Florida Bar No. 724890  
777 South Flagler Drive, Suite 900 East Tower  
West Palm Beach, FL 33401  
(561) 659-5990

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**ARTICLE VI.****Members**

The Company, shall have two (2) Members initially and the number of Members shall never be less than two (2).

**ARTICLE VII.****Management**

Management of the Company is reserved to its Members in accordance with the applicable provisions set forth in the Regulations of the Company, as amended from time to time. The names and addresses of the managerial members of the Company are as follows:

MSF International, Inc.  
454 South Beach Road  
Jupiter Island, Florida 33455

Mr. Andrew Belford  
150 North Beach Road  
Jupiter Island, Florida 33455

**ARTICLE VIII.****Additional Members**

Additional Members may be admitted to the Company upon the written application of such person or entity and in the manner set forth in the Regulations of the Company as amended from time to time. Any additional members admitted to the Company in accordance with Florida law, these Articles of Organization and the Regulations of the Company, as amended from time to time, shall be required to execute a "Members' Restrictive Agreement" in substantially the same form as Exhibit "A" hereto. Execution of the "Members' Restrictive Agreement" shall be a condition precedent to the admission of any additional Member to the Company.

**ARTICLE IX.****Members' Right to Continue Business**

The right of the remaining Members 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 Member's interest in the Company, shall, provided there shall be at least two (2) Members remaining with ownership interests in the Company, be determined by the remaining Members in accordance with Florida law and the applicable provisions set forth in the Regulations of the Company, as amended from time to time.

**ARTICLE X.****Indemnification**

**Section 1.** Terms used in this Article X shall have the meanings ascribed to them in Florida Statutes Section 608.4363 or any amended or successor sections of the Florida Statutes.

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**Section 2.** Except as may otherwise be provided herein, the Company shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 608.4363(7) or any amended or successor section, indemnify any managing Member, officer, employee or agent who was or is a party to any proceeding for:

(a) in the case of any proceeding other than a proceeding by or in the right of the Company, liability incurred in connection with such proceeding including any appeal thereof, or

(b) in the case of any proceeding by or in the right of the Company, expenses and amounts paid in settlement not exceeding, in the judgment of the Members, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Company shall not, under this Section 2 or Section 4, indemnify any managing Member, officer, employee or agent if a judgment, settlement or other final adjudication establishes that the managing Member's, officer's, employee's or agent's actions or omissions to act:

(i) are not acts on which a proceeding specified in (a) or (b) of this Section 2 is based and in which the managing Member, officer, employee or agent has been successful on the merits or otherwise in defending, or has been successful in defending any claim, issue or matter therein, or

(ii) were material to the cause of action so adjudicated and constitute:

(A) a violation of the criminal law, unless the managing Member, officer, employee or agent had no reasonable cause to believe his or her conduct was unlawful;

(B) a transaction from which the managing Member, officer, employee or agent derived an improper personal benefit;

(C) in the case of a managing Member, a circumstance under which the liability provisions of Florida Statutes Section 608.426 is applicable; or

(D) willful misconduct or a conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a Member.

**Section 3.** Notwithstanding the failure of the Company to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article X, and despite any contrary determination of the Members, a managing Member, officer, employee or agent of the Company who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including

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expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the managing Member, officer, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes Section 608.4363(3) or any amended or successor section, in which case the court shall also order the Company to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the managing Member, officer, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Company's exercise of its authority pursuant to Section 2 or 4 herein; or
- (c) the managing Member, officer, employee or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in Florida Statutes Sections 608.4363(1), (2) or (7).

It is the express intention and desire of the Company to avoid any obligation to indemnify or advance expenses to any managing Member, officer, employee or agent if:

- (i) the managing Member, officer, employee or agent is not entitled to mandatory indemnification pursuant to Section 3 of this Article X, or
- (ii) the Company has not otherwise agreed to indemnify or advance expenses to such managing Member, officer, employee or agent pursuant to Section 2 hereof.

**Section 4.** Section 2 shall not be construed to mean that indemnification by the Company is not permitted. Subject nevertheless to the limitations of Section 2, the Company may, in its sole discretion, make any other or further indemnification or advancement of expenses to any managing Member, officer, employee or agent under any Regulation, agreement, vote of Members, or otherwise, both as to actions of such managing Member, officer, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

**Section 5.** The Company does not recognize, and will not permit, any managing Member's, officer's, employee's or agent's application for indemnification or advancement of expenses, or both, if the application is not based in its entirety on a claim that the managing Member, officer, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the managing Member, officer, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Company's exercise of its authority pursuant to Sections 2 and 4 of this Article X.

**Section 6.** Any indemnification under this Article X shall be made by the Company only as authorized in a specific case upon a determination that indemnification of the managing Member, officer, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article X. Such determination shall be made:

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(a) By the Members, by a unanimous vote of a quorum consisting of all Members who were not parties to such proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Members (in which Members who are parties may participate) consisting solely of two or more Members not at the time parties to the proceeding; or

(c) By independent legal counsel:

(i) Selected by the Members prescribed in Section 6(a) or the committee proscribed in Section 6(b), or

(ii) If a quorum of the Members cannot be obtained for purposes of Section 6(a) and the committee cannot be designated for purposes of Section 6(b), independent legal counsel selected by the unanimous vote of all Members (in which event Members who are parties may participate).

**Section 7.** Expenses incurred by a managing Member or officer in defending a civil or criminal proceeding may be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such managing Member or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company pursuant to this Article X. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Members may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company pursuant to this Article X.

**Section 8.** Indemnification and/or advancement of expenses as provided in this Article X shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be a managing Member, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 9.** If any part of this Article X shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

## ARTICLE XL


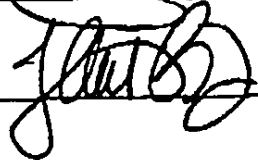
### Amendment

These Articles of Organization may be amended only by the unanimous vote of all Members of the Company at a duly called and noticed Members' meeting, called for the specific purpose of amending these Articles of Organization.

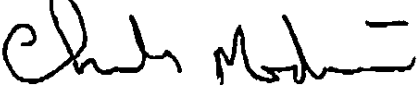
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IN WITNESS WHEREOF, the undersigned, initial Members of Eisenhower Medical Passport, L.C., have executed these Articles of Organization on this 9 day of June, 1997.

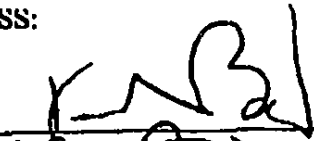

ATTEST:

  
\_\_\_\_\_  
  
\_\_\_\_\_


MEMBER:

  
\_\_\_\_\_  
Charles Modyca, President and duly  
authorized representative of MSF  
International, Inc., an initial Member of  
Eisenhower Medical Passport, L.C.

WITNESS:

  
\_\_\_\_\_  
  
\_\_\_\_\_

MEMBER:

  
\_\_\_\_\_  
Andrew Belford, an initial Member of  
Eisenhower Medical Passport, L.C.

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COUNTY OF PALM BEACH**

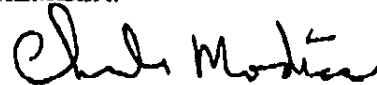
**BEFORE ME**, the undersigned authority, duly authorized to take oaths and administer affirmations, personally appeared Charles Modica, President and duly authorized representative of MSF International, Inc., and Andrew Belford, the initial Members of Eisenhower Medical Passport, L.C. (the "Company"), who, being known to me and being first duly sworn, deposed and said:

1. The Company has at least two (2) initial Members.
2. The total amount of cash initially contributed by the Members of the Company is One Thousand Dollars (\$1,000.00).
3. The total amount of property other than cash contributed by the Members of the Company is none (\$ --). A description and agreed upon value of such contributed property is as follows:

N/A

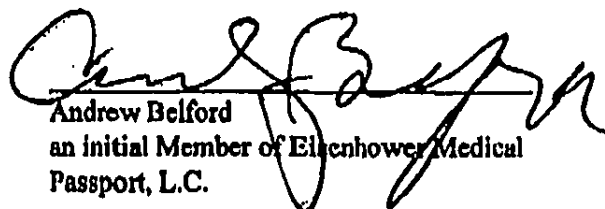
4. The total amount of cash and property other than cash anticipated to be contributed by the Members of the Company is none (\$ --).
5. Affiants further state that they are familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature.

MEMBER:



Charles Modica, President of  
MSF International, Inc.  
an initial Member of Eisenhower Medical  
Passport, L.C.

MEMBER:



Andrew Belford  
an initial Member of Eisenhower Medical  
Passport, L.C.

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SWORN TO AND SUBSCRIBED before me this 9 day of June, 1997, by Charles Modica, President of MSF International, Inc. an initial Member of Eisenhower Medical Passport, L.C., who is personally known to me or has produced personally known to me as identification.

  
Notary Public, State of Florida

Print Name:

Commission No. KERRY M. BOGARD, NOTARY PUBLIC

My Commission Expires STATE OF FLORIDA

MY COMMISSION EXPIRES 6/98

SWORN TO AND SUBSCRIBED before me this 9 day of June, 1997, by Andrew Belford, an initial Member of Eisenhower Medical Passport, L.C., who is personally known to me or has produced personally known to me as identification.

  
Notary Public, State of Florida

Print Name:

Commission No. KERRY M. BOGARD, NOTARY PUBLIC

My Commission Expires STATE OF FLORIDA

MY COMMISSION EXPIRES 6/98

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

Eisenhower Medical Passport, L.C., desiring to organize as a limited liability company under the laws of the State of Florida, has designated Phillips Point - East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401 as its initial registered office and has named Philip M. Sprinkle II, Esquire, who is located at that address, as its initial registered agent.

Having been named registered agent for the above stated limited liability company, at the designated registered office, the undersigned hereby accepts said appointment, declares that he is familiar with the obligations of such appointment, agrees to act in that capacity and further agrees to comply with the provisions of Florida Statutes relative thereto.

  
Philip M. Sprinkle II, Registered Agent

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