

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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- 1.) Emergency Medical Services, LLC.
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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

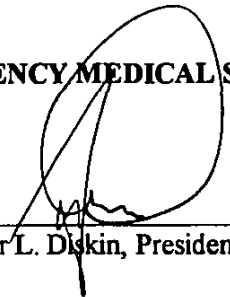
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CONSENT TO USE OF NAME

The undersigned, as an officer of Emergency Medical Services, Inc., a Florida corporation (the "Corporation"), does hereby consent to the use of the Corporation's name in connection with the formation and operation of Emergency Medical Services, L.C., a to-be-formed Florida limited liability company.

EMERGENCY MEDICAL SERVICES, INC.

Date: JUNE 28, 1997

By: 

Arthur L. Diskin, President

**ARTICLES OF ORGANIZATION
of
EMERGENCY MEDICAL SERVICES, L.C.**

The undersigned initial member of Emergency Medical Services, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

EMERGENCY MEDICAL SERVICES, L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on the date of filing of these Articles of Organization with the Secretary of State of Florida and shall continue until December 31, 2047, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

555 N.E. 15th Street, Suite 516
Miami, Florida 33132

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

555 N.E. 15th Street, Suite 516
Miami, Florida 33132

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TALLAHASSEE, FLORIDA

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Judson Owen, Esq.
555 N.E. 15th Street, Suite 516
Miami, Florida 33132

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company. Any new member which is approved by the 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 and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is

taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of members or until its successors are elected and qualify.

Arthur L. Diskin, M.D.
555 N.E. 15th Street, Suite 516
Miami, Florida 33132

Jack L. Harari, M.D.
555 N.E. 15th Street, Suite 516
Miami, Florida 33132

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

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

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of all of the members of the Company at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 28th day of JUNE, 1997.

INITIAL MEMBER:

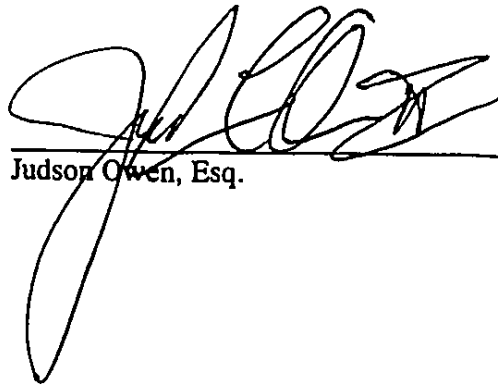


Arthur L. Diskin, M.D.

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of Emergency Medical Services, L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



Judson Owen, Esq.

Dated: 6/28/, 1997

Thomas O. Wells, Esq.
Zack, Sparber, et. al.
One International Place
Suite 2800
Miami, FL 33131
(305) 539-8400

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TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of Emergency Medical Services, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$100.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$-0-

4. There have been no contributions to the Company made by the members other than cash contributions and contribution of promissory notes.

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer and authorized representative of the initial member of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

DATED: JUNE 28, 1997

INITIAL MEMBER:


Arthur L. Diskin, M.D.

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TALLAHASSEE FLORIDA
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