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July 25, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 JUL 28 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: GULFSIDE MEDICAL DEVELOPMENT, L.C.

Gentlemen:

I am herewith enclosing an original and a copy of Articles of Organization for the above-named Limited Liability Company. In addition, a check in the amount of \$285.00 is enclosed which represents the following fees:

Filing Fee	\$ 250.00
Registered Agent Fee	35.00


100002249321--6
-07/28/97--01113--003
****285.00 ****285.00

Total	\$ 285.00
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Please file the original of the enclosed Articles of Organization and return a copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Thomas E. Moorey

TEM:bd
Enclosures

B. REGISTER JUL 30 1997

FILED
97 JUL 28 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GULFSIDE MEDICAL DEVELOPMENT, L.C.**

ARTICLE I

NAME

The name of this Company is **GULFSIDE MEDICAL DEVELOPMENT, L.C.**

ARTICLE II

PURPOSE

This Company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

ARTICLE III

CAPITAL CONTRIBUTIONS

Initial contributions to capital in an aggregate amount of Two Thousand Five Hundred and 00/100 Dollars (\$2,500.00) shall be paid to this Company in cash or in property by the Members in such amounts as are set forth below:

NICHOLAS CARBONE	\$ 500.00
THOMAS CRONIN	\$ 500.00
GERALD LABODA	\$ 500.00
ALLAN FOX	\$ 500.00
STEPHEN ZELLNER	\$ 500.00

In the event of such a determination, this Company will notify each Member of such Member's obligations to make an additional contribution to capital. Each Member shall be required to make an additional contribution to capital in proportion to such Member's then existing non-returned, contributed capital, or in any other proportion which the Members may unanimously agree.

ARTICLE IV

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE V

MANAGEMENT AND POWERS

The business of this Company shall be managed under the direction of one or more Managers. All powers of this Company shall be exercised only by or under the authority of such Managers, except as otherwise provided by law, these Articles of Organization, the Regulations or Operating Agreement of this Company. The following is a list of the names and addresses of each individual who shall serve as a Manager, at the pleasure of the Members, until the first annual meeting of Members:

NAME

ADDRESS

ARTICLE VI

REGULATIONS AND OPERATING AGREEMENT

The power to alter, amend or repeal the Regulations and Operating Agreement of this Company shall be vested solely in the Members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS AND

INITIAL REGISTERED AGENT

The street address of the principal place of business of this Company shall be 3618 Evans Avenue, Fort Myers, Florida 33901, County of Lee, State of Florida.

This Company reserves the right, power and authority to establish branch offices at such places as may be designated by this Company. The initial registered agent of this Company shall be NICHOLAS CARBONE, whose street address is 3618 Evans Avenue, Fort Myers, 33901, County of Lee, State of Florida.

ARTICLE VIII

DURATION; DISSOLUTION

This Company shall exist for a period of thirty (30) years, commencing on August 1, 1997, unless earlier terminated by the terms of this Article VIII. This Company shall be dissolved upon the occurrence of any event which terminates the membership of any Member as a matter of law, unless the remaining Members unanimously consent to the continued existence of this Company within ninety (90) days after the date of occurrence of such event. This Company shall be dissolved upon the unanimous consent of the Members.

ARTICLE IX

AMENDMENT

that the foregoing constitutes the entire proposed Articles of Organization of this Company.

Executed by the undersigned at Fort Myers, Lee County, Florida, on this 25th day of July, 1997.

Nicholas Carbone
NICHOLAS CARBONE

Thomas Cronin
THOMAS CRONIN

Gerald Laboda
GERALD LABODA

Allan Fox
ALLAN FOX

Stephen Zellner
STEPHEN ZELLNER

STATE OF FLORIDA
COUNTY OF LEE

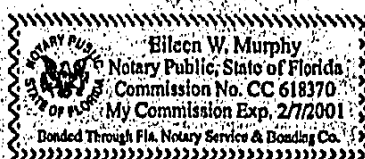
Before me personally appeared NICHOLAS CARBONE, to me personally known, or who has produced 11/1 as identification, and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of July, 1997.

Bileen W. Murphy
Notary Public

My Commission Expires:

STATE OF FLORIDA

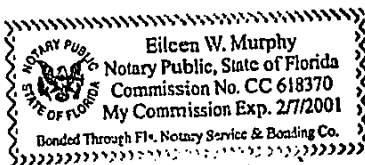


and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 24th day of July, 1997.

Eileen W. Murphy
Notary Public

My Commission Expires:



STATE OF Florida

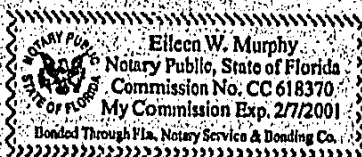
COUNTY OF Lee

Before me personally appeared GERALD LABODA, to me personally known, or who has produced N/A as identification, and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 24th day of July, 1997.

Eileen W. Murphy
Notary Public

My Commission Expires:



STATE OF FLORIDA
COUNTY OF LEE

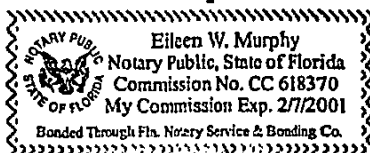
Before me personally appeared ALLAN FOX, to me personally known, or who

and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 24th day of July, 1997.

Eileen W. Murphy
Notary Public

My Commission Expires:



STATE OF Florida

COUNTY OF Lee

Before me personally appeared STEPHEN ZELLNER, to me personally known, or who has produced _____ as identification, and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 24th day of July, 1997.

Lynn S. Stultz
Notary Public

My Commission Expires:



LYNN S. STULTZ
Comm. No. CC 630336
My Comm. Exp. May 24, 2001
Bonded thru Picard Ins. Agcy.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED
97 JUL 28 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of
GULFSIDE MEDICAL DEVELOPMENT, 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 member(s) is Two Thousand Five Hundred and 00/100 Dollars (\$2,500.00).
3. If any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is Two Thousand Five Hundred and 00/100 Dollars (\$2,500.00). This total includes amounts from No. 2 and 3 above.

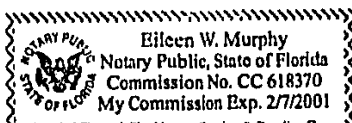

NICHOLAS CARBONE
Member

**STATE OF FLORIDA
COUNTY OF LEE**

The foregoing instrument was acknowledged before me this 25th day of July, 1997, by **NICHOLAS CARBONE**, who is personally known to me or who has produced N/A as identification.


Notary Public

My Commission Expires:



FILED
97 JUL 28 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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.

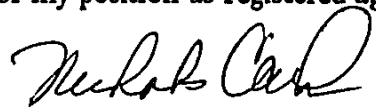
1. The name of the limited liability company is: **GULFSIDE MEDICAL DEVELOPMENT, L.C.**

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

NICHOLAS CARBONE

3618 Evans Avenue
Fort Myers, Florida 33901

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.



NICHOLAS CARBONE

Date: 7/25/97

**STATE OF FLORIDA
COUNTY OF LEE**

The foregoing instrument was acknowledged before me this 25th day of July, 1997, by **NICHOLAS CARBONE**, who is personally known to me or who has produced N/A as identification.