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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: RAPPEL & ASSOCIATES, P.A.
076043001611

ACCT#:

CONTACT: ROBERT RAPPEL
PHONE: (561)978-0007
(561)569-9303

FAX #:

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NAME: GATEWAY MEDICAL GROUP, L.C.

AUDIT NUMBER.....H97000013653

DOC TYPE.....LIMITED LIABILITY COMPANY

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PAGES..... 14

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**ARTICLES OF ORGANIZATION OF
GATEWAY MEDICAL GROUP, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following articles shall serve as the charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is **GATEWAY MEDICAL GROUP, L.C.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company is 300 East Fifth Street, Okeechobee, Florida, 34972 or such a place as may be designated from time to time by the members.

**ARTICLE III
REGISTERED AGENT AND ADDRESS**

The registered agent of the Company is Rappel & Associates, P.A. and the address of the registered agent 2770 Indian River Boulevard, Suite 314/315, Vero Beach, Florida 32960-4230.

**ARTICLE IV
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To provide quality medical services in an atmosphere of cost containment and administrative restrictions being place upon them through the persistent evolution of the health care delivery system;
2. To work with managed care organizations to provide for the cost effective delivery of health care goods and services through an integrated health

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care delivery system of physicians, hospitals and other health care providers in the State of Florida and take such lawful actions as may be reasonably necessary or appropriate to accomplish such purpose;

3. To engage in any activity or business authorized under the Florida Statutes;

4. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do;

5. To purchase or otherwise acquire, investing undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and properties so acquired.

6. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or government authority, or of any political or administrative subdivision or department, to perform and carry out, assign, cancel, or rescind any of such contracts.

7. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under any contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

8. To do everything necessary, proper, advisable, or convenient for the accomplishment of any purposes, or the attainment of any of the objects, or for the furtherance of any of the powers set forth in any of these Articles, either alone or in association with others incidental or pertaining to, or going out of, or

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connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE V DURATION

The company shall continue in full force and effect for forty (40) years from the date of filing of these Articles of Organization with the Secretary of State, or until dissolution prior thereto, pursuant to the provisions hereof and upon the filing of Articles of Dissolution with the Secretary of State pursuant to Florida Statute §608.441, or until dissolved in a manner provided by law, or as provided in the Regulations or Operating Agreement adopted by the Members.

ARTICLE VI MANAGEMENT

The management of this limited liability company is reserved to its Members. The ordinary and usual decisions concerning the business affairs of the Company shall be made by the Managing Members. The Members shall elect not less than three (3), nor more than seven (7), Members to serve as Managers of the Company. The Managers shall serve their respective terms or until their successors have been elected or determined and qualified. The initial Managing Members shall be:

Marc Levine
John Chang, M.D.
Manuel Garcia, M.D.
Lilia D. Ladia, M.D.

Arif Shakoor
Zafar U. Kureshi, M.D.
Christopher J. Mavroides, M.D.

Robert Rappel, D.O., J.D.
2770 Indian River Blvd., Suites 314/315
Vero Beach, FL 32960-4230
561-978-0007
Florida Bar No.: 0015156

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ARTICLE VII
ADDITIONAL MEMBERS

Additional Members may be admitted to the Company only upon the unanimous vote of the existing Members. New Members may be admitted upon such terms and conditions as the existing Members may determine.

ARTICLE VIII
DISSOLUTION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the Members may specify by regulation or operating agreement, which terminates the continued membership of a Member in the Company, the Company shall be dissolved unless within thirty (30) days after each event, the remaining Members agree in writing to continue the business of the Company.

ARTICLE IX
INDEMNIFICATION

The Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in the furtherance of, if not opposed to, the best interests of the Company. The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, Managing Member or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorney's fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

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ARTICLE X
LIMITATION OF LIABILITY OF MEMBERS

The personal liability of the Members to the Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Company.

ARTICLE XI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Five Hundred Dollars (\$1,500.00) cash shall be paid to the limited liability company by the thirty one (31) charter Members in equal units. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the Members. Members will make contributions in equal units.

ARTICLE XII
TRANSFERABILITY OF INTEREST

No Member of the Company may transfer or assign its interest in the Company without the prior written consent of all the other Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of the profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

ARTICLE XIII
POWER TO AMEND

The power to adopt, amend, alter or repeal the Articles of Organization of the Company shall be vested solely in the Members of the Company and shall be by unanimous vote of approval of the Members.

ARTICLE XIV
LIMITED LIABILITY COMPANY REGULATIONS OR OPERATING AGREEMENT

The power to adopt, amend, alter or repeal the Regulations or Operating Agreement of the limited liability company shall be vested in the Members of the Company. Regulations adopted by the Members may be repealed or altered; new regulations may be adopted by the Members; and the Members may

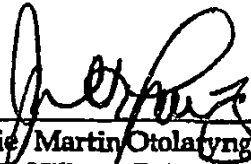
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prescribe in any regulations made by them that such regulations may not be altered, amended, or repealed by the Member Manager or Managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with Florida law or the Articles of Organization.

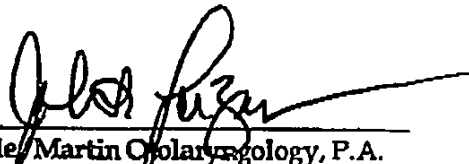
IN WITNESS WHEREOF, the Members have caused these Articles of Organization to be executed on this 15th day of July, 1997.



Anil K. Goyal, M.D., President
Okeechobee Regional Center, P.A.
8024 Plantation Lakes Drive
Port St. Lucie, FL 34986



St. Lucie Martin Otolaryngology, P.A.
1801 S.E. Hillmoor Drive, Suite B-105
Port St. Lucie, FL 34952



St. Lucie Martin Otolaryngology, P.A.
1801 S.W. Hillmoor Drive Suite B-105
Port St. Lucie, FL 34952



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Miguel Espinoza

Miguel Espinoza, M.D. P.A.
304 N.E. 19th Drive
Okeechobee, FL 34972

Michael Garvin

Okeechobee Podiatry Group, P.A.
Dr. Michael Garvin
105 N.E. 19th Drive
Okeechobee, FL 34972-1933

St. Lucie/Martin Otolaryngology, P.A.
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Port St. Lucie, FL 34972
Richard Allen, M.D.


Zafar U. Kufesfil

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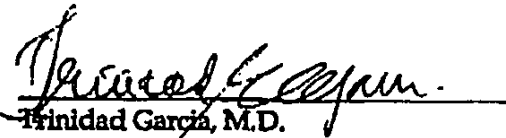
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 President

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215 N.E. 19th Drive
Okeechobee, FL 34972



Manuel G. Garcia, M.D.
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Trinidad Garcia, M.D.
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Brad Slutsky, M.D.



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Dr. Marc Levine

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Mohammad Riaz 07-21-97

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Mohammad Jabbar

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Anjum P Hussain

Anjum P Hussain, M.D.
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Christopher J Mavroides

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Muhammad A Chaudhary

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Lilla D. Ladia, M.D.
 Lilla D. Ladia, M.D., P.A.
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 Okeechobee, FL 34972

Felipe P. Ladia, M.D.
 Felipe P. Ladia, M.D., P.A.
 208 N.E. 19th Drive, Suite 5
 Okeechobee, FL 34972

Abul Fazal S.M. Ali, M.D.
~~Abul Fazal, M.D.~~ ABUL FAZAL S.M. ALI, M.D., P.A.
 225 N.E. 19th Drive
 Okeechobee, FL 34972

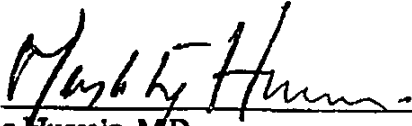
Cordia Aragon, M.D.
 Cordia Aragon, M.D., P.A.
 1004 N. Parrott Avenue
 Okeechobee, FL 34972

Gloria Aragon, M.D.
 Gloria Aragon, M.D., P.A.
 1004 N. Parrott Avenue
 Okeechobee, FL 34972

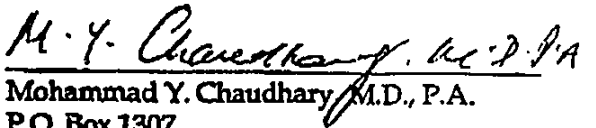
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**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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Pursuant to Chapter 608.407, Florida statutes, the following is submitted on compliance with said Act:

FIRST, that GATEWAY MEDICAL GROUP, L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of Okeechobee, County of Okeechobee, State of Florida, has named Rappel & Associates, P.A., located at 2770 Indian River Boulevard, Suite 314/315, Vero Beach, Florida 32960-4230, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply at the place of said Act relative to keeping open said office, and as Registered Agent am familiar with, and accept, the obligations of that position.

RAPPEL & ASSOCIATES, P.A.

By: 
Robert Rappel, D.O., J.D., President

Robert Rappel, D.O., J.D.
2770 Indian River Blvd., Suite 314/315
Vero Beach, FL 32960-4230
561-978-0007

Fax Audit No.: H970000136535

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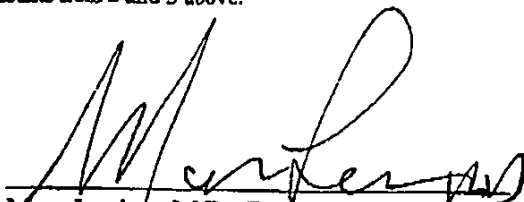
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR
GATEWAY MEDICAL GROUP, LC.**

The undersigned member or authorized representative of a member of Gateway Medical Group, LC, 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 \$201,500.00
- 3. Is any, the agreed value of property other than cash contributed by member is \$ 00.00
- 4. The amount of cash or property anticipated to be contributed by member is \$201,500.00
This total includes amounts from 2 and 3 above.

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Marc Levine, M.D., Representative for
Gateway Medical Group, L.C.

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
COUNTY OF INDIAN RIVER**

The foregoing instrument was acknowledged before this 15th day of July, 1997, by MARC LEVINE, M.D., who is personally known to me and who did not take an oath.



ROBERT RAPPEL, D.O., J.D., Notary Public
Commission Number:
C:\ms0\w95\clients\gateway\levine\affidavit of membership7297

Robert Rappel, D.O., J.D.
2770 Indian River Blvd., Suites 314/315
Vero Beach, FL 32960-4230
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