



THE UNITED STATES
CORPORATION
COMPANY

L98000000014

ACCOUNT NO. : 072100000032

REFERENCE : 656687 10943A

AUTHORIZATION

COST LIMIT : \$ 285.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN -5 PM 3:18

ORDER DATE : January 5, 1998

ORDER TIME : 9:17 AM

ORDER NO. : 656687-005

CUSTOMER NO: 10943A

CUSTOMER: Mark S Feluren, Esq
WALDMAN & FELUREN, P.A.

000002389070--0

Suite 1500
1 Financial Plaza
Fort Lauderdale, FL 33394

DOMESTIC FILING

NAME: CYPRESS DELRAY MEDICAL, L.C.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

1/5/98
BR

RECEIVED
98 JAN -5 AM 9:59
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
CYPRESS DELRAY MEDICAL, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN - 5 PM 3:18

ARTICLE I

NAME

The name of the limited liability company shall be Cypress Delray Medical, L.C.

ARTICLE II

MAILING AND STREET ADDRESS

The mailing address and the street address of the limited liability company is 6646 West Atlantic Avenue, Delray Beach, Florida 33446. The limited liability company shall also have the power and authority to establish branch offices at such place or places both within and without the State of Florida as may be designated by the members.

ARTICLE III

PURPOSES AND POWERS

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

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

2. 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 herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, 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 of Organization; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 18

4. 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 governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein, 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 contract or otherwise for any corporation, stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry-on, exercise, or do.

ARTICLE IV

CAPITAL CONTRIBUTIONS

Capital contributions in the aggregate total amount of Five Thousand 00/100 (\$5,000.00) Dollars in cash shall be paid to the limited liability company by its initial members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN - 5
1988

ARTICLE V

PROFITS AND LOSSES

The profits and losses of the limited liability company shall be allocated among the members on the basis of each member's capital account or as provided in an operating agreement among the members.

ARTICLE VI

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VII

DURATION

The limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this limited liability company shall be located at 6646 West Atlantic Avenue, the City of Delray Beach, County of Palm Beach, State of Florida.

ARTICLE IX

MANAGEMENT AND MEMBERS

The management of the limited liability company is reserved to its managing members; Delray Medical Associates, Inc., 6646 West Atlantic Avenue, Delray Beach, Florida 33446 and Cypress Creek Medical Center Inc., 912 N.E. 62nd Street, Fort Lauderdale, Florida 33334.

ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 6646 West Atlantic Avenue, Delray Beach, FL 33446 and the name of its initial registered agent at such address is Delray Medical Associates, Inc.

ARTICLE XI

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of two-thirds (2/3rds) of the members.

The limited liability company shall cease to exist upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, unless the remaining members shall unanimously agree to continue the business of the limited liability company. In addition, upon the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE XII

EXISTENCE OF LIMITED COMPANY

The existence of the limited liability company shall begin on the date the undersigned have executed these Articles of Organization.

The undersigned, being the managing members of the limited liability company, hereby certify that the foregoing constitutes

SECTION OF
98 JAN - 5

#41727

the proposed Articles of Organization of Cypress Delray Medical,
L.C.

IN WITNESS WHEREOF, for the purpose of forming this limited
liability company under the laws of the State of Florida, the
undersigned, constituting the managing members of this limited
liability company, have executed these Articles of Organization
this 31st day of December, 1997.

Delray Medical Associates, Inc.,
a Managing Member

By: George L. Sabates

George L. Sabates, President

S 13 2-300-5602

Cypress Creek Medical Center, Inc.
a Managing Member

By: Avtar S. Sandhu

Avtar S. Sandhu, President

S 530 017 54 285-0

STATE OF FLORIDA

COUNTY OF Broward

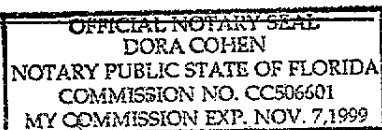
) ss

I HEREBY CERTIFY that on this day before me, an officer duly
authorized in the above-mentioned state and county to take
acknowledgements, personally appeared George L. Sabates, known to
me to be the person described in and who executed the foregoing
instrument and who is known to me or who has produced DRIVER LICENSE
as identification and acknowledged before me that he executed the
same.

Witness my hand and official seal in the above-mentioned
county and state this 31st day of December, 1997.

Dora Cohen
NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:



STATE OF FLORIDA

COUNTY OF Broward

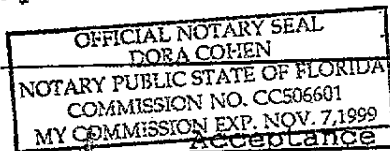
) ss

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgements, personally appeared Aytar S. Sandhu, known to me to be the person described in and who executed the foregoing instrument and who is known to me or who has produced DRIVER LICENSE as identification and acknowledged before me that he executed the same.

Witness my hand and official seal in the above-mentioned county and state this 31st day of December, 1997.

Dora Cohen
NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:



Acceptance of Appointment by Registered Agent

FILED STATE
SECRETARY OF CORPORATIONS
98 JAN -5 PM 3:18

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed Florida Limited Liability Company named in the foregoing Articles of Organization.

Delray Medical Associates, Inc.

By:

George L. Sabates

George L. Sabates, President

AFFIDAVIT OF MANAGING MEMBER OF CYPRESS DELRAY MEDICAL, L.C.

STATE OF FLORIDA

COUNTY OF BROWARD

}
} ss:
}


BEFORE ME, the undersigned authority, duly authorized to administer oaths and to take testimony, personally appeared George L. Sabates, President of Delray Medical Associates, Inc. who, being first duly sworn, deposes and says that:

1. I am the President of Delray Medical Associates, Inc., a Managing Member of Cypress Delray Medical, L.C. (the "Limited Liability Company").

2. The Limited Liability Company has at least two (2) members.

3. The amount of cash contributed by the members of the Limited Liability Company and the amount anticipated to be contributed by the members aggregates \$5,000.00. No property contributions are anticipated.

FURTHER AFFIANT SAYETH NAUGHT.


George L. Sabates

FILED: STATE
SECRETARY OF CORPORATIONS
98 JAN -5 PM 3:18

The foregoing instrument was acknowledged before me this 31st day of December, 1997, by George L. Sabates who is personally known to me or has produced DRIVER LICENSE as identification.


Notary Public

DORA COHEN
Print, Type or Stamp Name of
Notary Public

