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ARNALDO VÉLEZ, P.A.

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ATTORNEY AT LAW

255 UNIVERSITY DRIVE
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February 9, 1998

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

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***285.00 ***285.00

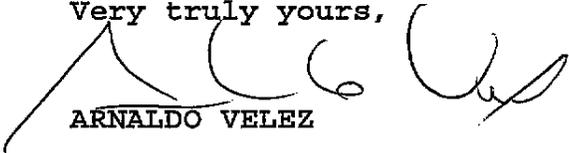
RE: Douglas Medical Consortium, L.C.

Gentlemen:

Enclosed is original and one copy of Articles of Incorporation of the above corporation along with our check in the sum of \$285.00 representing your filing fee.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



ARNALDO VELEZ

AV/gv
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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**ARTICLES OF INCORPORATION
OF
DOUGLAS MEDICAL CONSORTIUM, L.C.**

The undersigned initial member of Douglas Medical Consortium, 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.

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TALLAHASSEE

ARTICLE I
COMPANY NAME

The name of this Company is: Douglas Medical Consortium, 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 upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue under December 31, 2044, 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: 255 University Drive, Coral Gables, FL 33134.

ARTICLE IV
STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is: 255 University Drive, Coral Gables, FL 33134.

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:

Alfredo De Armas

255 University Drive
Coral Gables, FL 33134

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TALLAHASSEE, FLORIDA

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional upon the affirmative vote of a majority of those members of the Company in attendance at a duly called meeting of the members at which a quorum exists 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 members, and upon such member's agreement to comply with these Articles of Organization, the Regulations adopted by the Company and such other documents, statutes, rules, regulations or guidelines as the members 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 adopted by the Company, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations adopted by the Company.

ARTICLE VIII
DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other 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, and so long as there remains two (2) members of the Company.

ARTICLE IX
MANAGERS

The Company shall be managed by managers. The names and addresses of the initial managers of the Company are set forth below. The initial managers shall serve as managers until the first annual meeting of members or until their successors are elected and qualify.

Initial Manager : Dr. Eduardo Alarcon
Address : 255 University Drive
Coral Gables, FL 33134

Initial Manager : Alfredo De Armas
Address : 255 University Drive
Coral Gables, FL 33134

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TALLAHASSEE, FLORIDA

ARTICLE X
RETURN OF CAPITAL

No member shall have the right to demand the return of his or its 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 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.

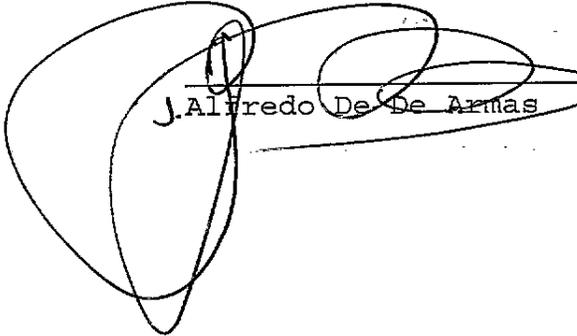
ARTICLE XII
AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations adopted by the Company upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by

written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members may not be altered, amended or repealed by he managers but shall only be amended, altered or repealed 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.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization this 6th day of February, 1998.

INITIAL MEMBER:


J. Alfredo De De Armas
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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CERTIFICATE ACCEPTING DESIGNATING AS
AN AGENT UP ON 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
Douglas Medical Consortium, 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 he is familiar with,
and accepts, the obligations of such position.

Dated: 2/6/98


ALFREDO DE ARMAS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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TALLAHASSEE
FLORIDA

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as the initial member of DOUGLAS MEDICAL CONSORTIUM, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

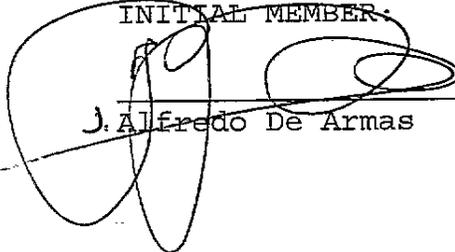
- 1. The Company has at least two members.
- 2. As of the date hereof, the amount of capital contributions to the Company made by the members is as follows:

\$10.00
- 3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00.
- 4. The total amount of cash or property anticipated to be contributed by member(s) is \$510.00. This total includes amounts from 2 and 3 above.

Further Affiant Sayeth Not.

Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and that the facts alleged are true to the best of the undersigned's knowledge and belief.

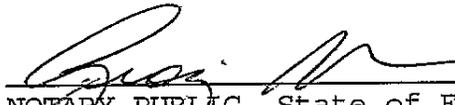
Dated: 2/8/98

INITIAL MEMBER:


 J. Alfredo De Armas

STATE OF FLORIDA)
 : ss
 COUNTY OF MIAMI-DADE)

Sworn to, subscribed and acknowledged before me this 6 day of FEBRUARY, 1998, by J. Alfredo De Armas, who is personally known to me and who did take an oath.



 NOTARY PUBLIC, State of Florida
 My Commission Expires: