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TRANSMITTAL LETTER
FOR
FLORIDA LIMITED LIABILITY COMPANY

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-04/27/98--01068--007
****250.00 ****250.00

SUBJECT: SUMERU HEALTH CARE GROUP, L.C.

Enclosed is an original and one (1) copy of the Articles of Organization of Florida Limited Liability Company, and a check for:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

FROM: Mohan Kutty, M.D.
13911 Lakeshore Blvd.,
Hudson, FL 34667
(813) 863-5449

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Name	4/29/98
Availability	DCC
Document Examiner	DCC
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Updater Verifier	DCC
Acknowledgement	DCC
W.P. Verifier	DCC

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**AFFIDAVIT ALLOWING ASSUMPTION OF
DISSOLVED CORPORATION'S NAME**

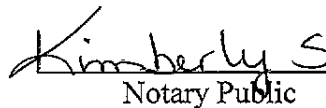
I, MOHAN KUTTY, M.D., being duly sworn state the following:

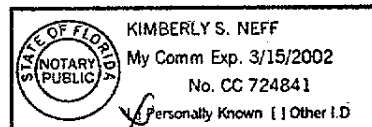
1. I am the President/Director of SUMERU HEALTH CARE GROUP, INC.
2. Articles of Dissolution of SUMERU HEALTH CARE GROUP, INC. are hereby filed with the Department of State.
3. Articles of Organization of SUMERU HEALTH CARE GROUP, L.C. are hereby filed with the Department of State.
4. I hereby agree to release and give permission to the limited liability company SUMERU HEALTH CARE GROUP, L.C. to assume and use the name of the dissolved Florida corporation, SUMERU HEALTH CARE GROUP, INC.
5. The foregoing is true to the best of my knowledge and belief.



Mohan Kutty, M.D.

Sworn and subscribed before me this 17th day of April, 1998.


Notary Public



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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SUMERU HEALTH CARE 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 shall be **SUMERU HEALTH CARE GROUP, L.C.**

ARTICLE II

DURATION AND EFFECTIVE DATE

This Limited Liability Company shall exist for a period commencing as of date on which these Articles of Organization are filed with the Florida Department of State until April 31, 2028, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Limited Liability Company shall be located at 13911 Lakeshore Blvd. Suite B, Hudson, Pasco County, FL 34667, but shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address is the same.

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ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 13911 Lakeshore Blvd., Suite B, Hudson, FL 34667, and the name of its initial registered agent at such address is MOHAN KUTTY, M.D.

ARTICLE V

PURPOSES AND POWERS

In addition to the powers authorized by the law 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 engage in the practice of medicine as a Limited Liability Company and to own and operate a medical clinic for the purposes of providing medical care and treatment.
2. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.
3. To purchase or otherwise acquire, 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 property so acquired.
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, 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 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 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.

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6. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these Articles, 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, or with the provisions of these Articles of Organization.

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

The several clauses contained in this statement of the general nature of the business or the businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statement 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 VI

EXERCISE OF POWERS

All powers of the Limited Liability Company 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

MANAGEMENT

Management of this Limited Liability Company is reserved to its Founding members until such time as new member is admitted. Upon the admission of such new member the management of the company shall be reserved to the Founding members in accordance with the regulations of the company. The name and addresses of the Founding members are as follows:

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The Center for Internal Medicine, Inc.
13911 Lakeshore Blvd. Suite B
Hudson, FL 34667

Scunzianno & Associates Medical Center, Inc.
3502 Mariner Blvd.
Spring Hill, FL 34609

Professional Center for Internal Medicine, Inc.
13944 Lakeshore Blvd. Suite C
Hudson, FL 34667

The Center for Internal Medicine and Pediatrics, Inc.
208 South Apopka Ave.
Inverness, FL 34450

The Center for Internal Medicine and Pediatrics, Inc.
5517 21st Ave. West, Suites E & F
Bradenton, FL 34209

The Center for Internal Medicine and Pediatrics, Inc.
408 7th Street
Palmetto, FL 34204

ARTICLE VII

MEMBERSHIP RESTRICTIONS

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 company may not be sold or otherwise transferred except with unanimous written consent of all Founding members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or 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 of the company by unanimous consent of the remaining members.

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ARTICLE VIII

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$ 5,000.00 cash shall be paid to the Limited Liability Company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE IX

PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal share share of the profits of the Limited Liability Company. The distributive share of profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being May 1, 1998.

All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if these sources are insufficient to cover such losses by the members in equal shares.

ARTICLE X

CONTINUATION

Upon bankruptcy, dissolution of a member, or 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 of the Limited Liability Company upon the unanimous consent of the remaining members.

ARTICLE XI

RESTRICTIONS ON TRANSFER OF INTERESTS, MEMBERSHIP AND RIGHT TO ADMIT ADDITIONAL MEMBERS

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the unanimous consent of the voting interests of the Founding Members of the Limited Liability Company, and must be otherwise in accordance with the Regulations of this company.

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the Limited Liability Company, and must be otherwise in accordance with the Regulations of this company.

ARTICLE XII

REGULATIONS

The members shall have the power to adopt, alter, amend, or repeal initial Regulations which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization, provided that such initial Regulations may reserve to the members the right to further adopt, alter, amend or repeal such Regulations and any such reservation may be eliminated only by amendment of these Articles of Organization.

ARTICLE XIII

AMENDMENT

These Articles of Organization may be amended by a vote of the majority of voting interests of the Founding Members.

The undersigned, being one of the Founding Members of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of SUMERU HEALTH CARE GROUP, L.C.

Executed by the undersigned on April 17, 1998.



MOHAN KUTTY, M.D.

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**STATEMENT DESIGNATING REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, and Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered agent in the State of Florida:

The name of the limited liability company is SUMERU HEALTH CARE GROUP, L.C.

The name of the registered agent for SUMERU HEALTH CARE GROUP, L.C., is MOHAN KUTTY, M.D.

This statement is to acknowledge that, as indicated above, SUMERU HEALTH CARE GROUP, L.C. has appointed me, MOHAN KUTTY, M.D., as its registered agent to accept service of process for the company at the company's principal office designated in the Articles of Organization. I accept this appointment as a 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.

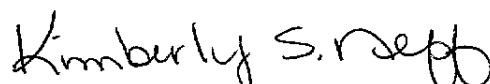
Dated this 17th day of April 1998.

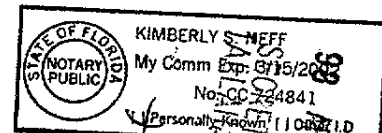


MOHAN KUTTY, M.D.

The foregoing instrument was acknowledged before me this 4/17/98 by MOHAN KUTTY, M.D., on behalf of SUMERU HEALTH CARE GROUP, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.

Notary:





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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **SUMERU HEALTH CARE GROUP, 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 members is \$ 30,000.00.

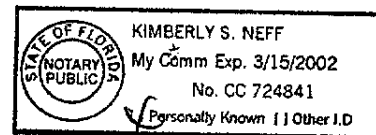
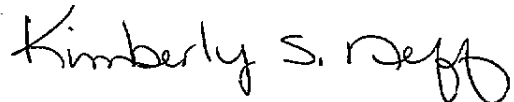
In accordance with Section 608.408 (3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.



Mohan Kutty, M. D.

The foregoing instrument was acknowledged before me this 4/17/98 by MOHAN KUTTY, M.D., on behalf of SUMERU HEALTH CARE GROUP, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.

Notary:



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