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\* BOARD CERTIFIED IN TAXATION AND  
MASTER OF LAWS IN ESTATE PLANNING  
+ ALSO ADMITTED IN MASSACHUSETTS

May 29, 1998

Attn: Corporations Division  
Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

100002541861--6  
-06/01/98--01033--001  
\*\*\*\*337.50 \*\*\*\*337.50

Re: EMS SOUTHEAST, L.L.C.  
Effective Date: Date of Filing

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Organization of the above proposed Limited Liability Company. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Organization on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$337.50 to cover the \$250.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 fee for designation of registered agent.

Yours very truly,

Ivan M. Lefkowitz

IML:ym  
Enclosures  
cc: Robert Duggan, D.P.M.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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Availability	
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Acknowledgement	
W. P. Verifier	

ARTICLES OF ORGANIZATION  
FOR  
EMS SOUTHEAST, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes, do hereby adopt the following Articles of Organization for such company:

ARTICLE I - NAME

The name of this company shall be EMS SOUTHEAST, L.L.C.

ARTICLE II - DURATION/CONTINUATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by 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, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III - MAILING ADDRESS

The mailing address and street address of the principal office of this company is:

11448 Willow Gardens Drive  
Windermere, Florida 34786

ARTICLE IV - REGISTERED AGENT AND OFFICE

Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows:

Ivan M. Lefkowitz, Esquire  
430 North Mills Avenue  
Orlando, Florida 32803

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS  
AND TERMS AND CONDITIONS OF SUCH ADMISSIONS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

#### ARTICLE VI - RIGHT TO CONTINUE BUSINESS

The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

#### ARTICLE VII - MANAGEMENT OF COMPANY

The business of the Company shall be managed by managers. The names and addresses of the managers who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Names	Addresses
ROBERT J. DUGGAN	11448 Willow Gardens Drive Windermere, Florida 34786
BRUCE HEBETS	4320 Mayapan Drive La Mesa, California 91941

#### ARTICLE VIII - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute Chapter 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

#### ARTICLE IX - WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

A Member shall not receive out of the Company property any part of his or its contribution to capital until:

(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

(c) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

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A Member shall be entitled to the return of his or its contribution in the manner provided for in the Operating Agreement of the company.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization this 29<sup>th</sup> day of May, 1998.

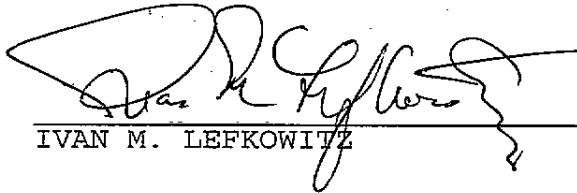


ROBERT J. DUGGAN

ACCEPTANCE

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.

Date: May 29, 1998



IVAN M. LEFKOWITZ

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TALLAHASSEE, FLORIDA


AFFIDAVIT PURSUANT TO F.S. § 608.407(2)

State of Florida  
County of Orange

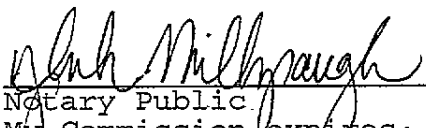
Before the undersigned authority personally appeared ROBERT J. DUGGAN, who on oath says:

1. That he is a member of EMS SOUTHEAST, L.L.C.
2. That EMS SOUTHEAST, L.L.C., has at least two members.
3. The amount of the cash and description and agreed value of the property other than cash contributed by the members is \$25,000.00.
4. The amount anticipated to be contributed by the member is \$75,000.00.

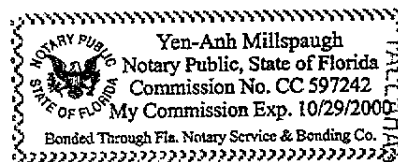
Further affiant sayeth naught.

  
ROBERT J. DUGGAN

Sworn to and subscribed before me this 29<sup>th</sup> day of May, 1998, by ROBERT J. DUGGAN, who is personally known to me or who has produced a Florida driver's license as identification.

  
Notary Public  
My Commission expires:

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TALLAHASSEE, FLORIDA

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