



THE UNITED STATES
CORPORATION
COMPANY

L 98000000 773

ACCOUNT NO. : 072100000032

REFERENCE : 848047 9104A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 337.50

FILED STATE
SECRETARY OF CORPORATIONS
98 JUN 11 PM 2:20

ORDER DATE : June 8, 1998

ORDER TIME : 4:30 PM

ORDER NO. : 848047-025

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
HOLLAND & KNIGHT

Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

500002552265--2

DOMESTIC FILING

NAME: PHYSICIANS CARE CENTERS OF
FLORIDA WEST COAST, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

(7)

mpc/ll/98

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98 JUN -9 AM 8:40
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 9, 1998

CASSANDRA BRYANT
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: PHYSICIANS CARE CENTERS OF FLORIDA WEST COAST, L.C.
Ref. Number: W98000013173

RESUBMIT
Please give original
submission as file date.

We have received your document for PHYSICIANS CARE CENTERS OF FLORIDA WEST COAST, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The AFFIDAVIT makes no mention of the amount on NON CASH PROPERTY that either has been or is anticipated to be contributed by the members. If that amount is ZERO, you could simply add "NO NON-CASH PROPERTY HAS BEEN OR WILL BE CONTRIBUTED BY THE MEMBERS.",

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 098A00032283

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DIVISION OF CORPORATION

**PHYSICIANS CARE CENTERS
OF FLORIDA WEST COAST, L.C.**

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is Physicians Care Centers of Florida West Coast, L.C. (the "Company").

ARTICLE II. ADDRESS

The Company's principal street address is:

324 Brightwaters Blvd.
St. Petersburg, FL 33704

The mailing address of the Company is:

324 Brightwaters Blvd.
St. Petersburg, FL 33704

ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence upon filing these Articles as required by law, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which pursuant to the Florida Statutes terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by a duly authorized amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to own, manage and operate one or more single or multispecialty health care and medical clinics, and to own property and engage in any business related thereto; and to engage in any activity or business permitted under the laws of the United States and the State of Florida, except banking or insurance, or other activities which require a corporate form of organization.

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ARTICLE V. ELECTION TO BE TAXED AS A PARTNERSHIP

Unless all Members agree to the contrary, the Company shall elect to be taxed as a partnership for federal and state income taxes.

ARTICLE VI. REGISTERED AGENT AND OFFICE

The Company designates 324 Brightwaters Blvd., St. Petersburg, FL 33704 as the street address of the initial registered office of the Company and names Ronald G. Hersch the Company's initial registered agent to accept service of process within this state.

ARTICLE VII. ADDITIONAL MEMBERS

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 Regulations of the Company. No transfer of a Members interest shall be permitted except in accordance with the Regulations of the Company.

ARTICLE VIII. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The names and address of the initial Operating Manager is:

Ronald G. Hersch, 324 Brightwaters Blvd., St. Petersburg, FL 33704

The Operating Manager shall serve in such capacity until the first annual meeting of the Members or until his successor(s) is(are) duly elected and qualified.

ARTICLE IX. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company; however, the Manager may adopt emergency Regulations provided that no such Regulations shall change the procedures for calling Member or Manager's meetings, setting quorum requirements or designating substitute or additional Managers.

ARTICLE X. VOTING OF MEMBERS

Except where a higher vote is required by law or the Regulations, actions of the Members shall be by majority vote of the Members, with each Member's vote being weighted in the relative proportion of the Member's capital account; however if the Member's capital account is zero or negative, the Member shall have one vote.

ARTICLE XI. CAPITAL ACCOUNTS OF MEMBERS

Each Member of the Company shall maintain a capital account in accordance with the Regulations.

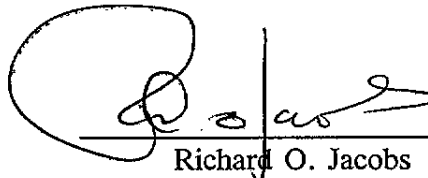
ARTICLE XII. PROFITS AND LOSSES

Profits, losses, and credits shall be allocated among Members as provided in the Regulations.

ARTICLE XIII. AFFIDAVIT

Attached to these Articles of Organization is the Affidavit required by Section 608.407(2), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 5 day of June, 1998.

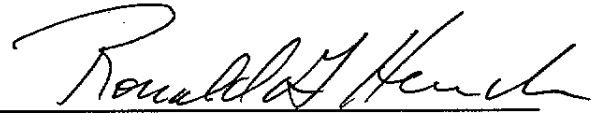


Richard O. Jacobs

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such position.



Ronald G. Hersch

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF PINELLAS

Ronald G. Hersch, being first duly sworn, deposes and says:

1. That he is a duly authorized Member of Physicians Care Centers of Florida West Coast, L.L.C., a Florida limited liability company (the "Company");

2. That the Company has at least two Members;

3. That the Members of the Company have contributed ONE THOUSAND 00/100] Dollars (\$1,000.00) to the capital of the Company; and

4. That the members of the Company are expected to contribute no additional capital to the Company. No non-cash property has been or will be contributed by the members.

And further affiant sayeth not.

Ronald G. Hersch

Ronald G. Hersch

The foregoing instrument was acknowledged before me this 5 day of June, 1998, by Ronald G. Hersch who is personally known to me and who did take an oath.

[Signature]

Notary Public--State of Florida

Print Notary Name:

My Commission Number is: RICHARD O. JACOBS

My Commission Expires: MY COMMISSION # CC 589582

EXPIRES: September 30, 2000

Bonded Thru Notary Public Underwriters

STP-208007.1