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FILING COVER SHEET

REFERENCE: 0177. 3064
DATE: 6-29-98
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Intergroup Cardiology, L.C.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 29 AM 10: 58

STATE FEES PREPAID WITH CHECK # T063 FOR \$ 337.50

100002574341--8
-06/29/98--01026--004
\*\*\*337.50 \*\*\*337.50

PLEASE FILE:

- ( ) ARTICLES OF INC. ( ) AMENDMENT ( ) DISSOLUTION
( ) ANNUAL REPORT ( ) MERGER ( ) WITHDRAWAL
( ) QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT
( ) FICTITIOUS NAME (X) LIMITED LIABILITY ( ) REINSTATEMENT
( ) TRADEMARK/SERVICE ( ) UCC-1 ( ) UCC-3

PROVIDE US WITH:

- (X) CERTIFIED COPY ( ) CERTIFICATE OF STATUS ( ) STAMPED COPY

Examiner's Initials

By G/29/98

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98 JUN 29 AM 10: 01
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION  
OF  
INTERGROUP CARDIOLOGY, L.C.**

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98 JUN 29 AM 10:58

**ARTICLE I - NAME**

The name of this limited liability company is INTERGROUP CARDIOLOGY, L.C. (the "Company").

**ARTICLE II - DURATION**

The Company shall exist from the date of filing these Articles of Organization with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members of the Company (the "Members").

**ARTICLE III - MAILING ADDRESS AND STREET ADDRESS**

The mailing address and street address of the Company is 2333 Brickell Avenue, Suite D-1, Miami, Florida 33129.

**ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Corporation Service Company, and the street address of the initial registered agent of the Company is 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS**

Additional members to the Company may be admitted, but only if all the current Members agree to the admission of the additional members and to the terms of admission.

**ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS**

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

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**ARTICLE VII - MANAGEMENT OF THE COMPANY**

The management of the Company shall be reserved to the Members of the Company. The names and addresses of the Members are as follows:

Enrique Murciano, M.D.	American Physicians Network, Inc.
2333 Brickell Ave., Ste. D-1	6725 Mesa Ridge Road, Ste. 104
Miami, FL 33129	San Diego, CA 92121

**ARTICLE VIII - REGULATIONS**

The Members shall have the power to adopt, alter, amend, or repeal the Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, the undersigned, being all of the original Members of the Company, have executed these Articles of Organization, this 19th day of June, 1998.

AMERICAN PHYSICIANS NETWORK, INC.,  
Member

By: Lawrence Stockman  
Print Name: Lawrence Stockman  
Title: President  
[Corporate Seal]

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF San Diego

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 20 AM 10:58  
E. J. Decker, Jr.

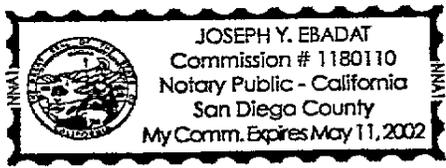
BEFORE ME, the undersigned authority, personally appeared Lawrence, also the President of AMERICAN PHYSICIANS NETWORK, INC., who after first being duly sworn, acknowledged that he executed before me the foregoing instrument on behalf of said corporation for the purposes therein expressed. He is personally known to me or produced cal. D.L. # H0346591 as identification.

WITNESS my hand and official seal in the State of California this 19th day of June, 1998.

Joseph Y. Ebadat

Print Name: Joseph Y. Ebadat  
NOTARY PUBLIC, State of California

My Commission Expires: May 11, 2002





AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned Member of INTERGROUP CARDIOLOGY, 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 Ten Thousand Dollars (\$10,000). No property other than cash was contributed by the Members.
3. The total amount of cash or property anticipated to be contributed by the members is Ten Thousand Dollars (\$10,000). This total amount includes the amount from 2 above.

AMERICAN PHYSICIANS NETWORK, INC. Member

By: Lawrence Stockman
Print Name: LAWRENCE STOCKMAN
Title: President

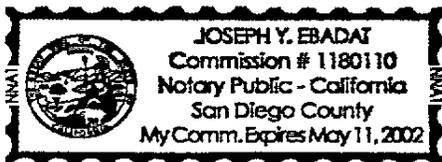
[Corporate Seal]

STATE OF CALIFORNIA )
) ss:
COUNTY OF San Diego )

E. Stockman

BEFORE ME, the undersigned authority, personally appeared Lawrence, as the President of AMERICAN PHYSICIANS NETWORK, INC., who after first being duly sworn, acknowledged that he executed before me the foregoing instrument on behalf of said corporation for the purposes therein expressed. He is personally known to me or produced Cd. DL # H0346591 as identification.

WITNESS my hand and official seal in the State of California this 19th day of June, 1998



Joseph Y. Ebadat
Print Name: Joseph Y. Ebadat
NOTARY PUBLIC, State of California

My Commission Expires: May 11, 2002