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July 23, 1998

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Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32301

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DIVISION OF CORPORATIONS  
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Re: Organization of Preferred Physicians Healthcare Alliance, L.C.

Dear Sir or Madam:

Please find enclosed the following documents pursuant to the organization of Preferred Physicians Healthcare Alliance, L.C.

1. The Articles of Organization of Preferred Physicians Healthcare Alliance, L.C.
2. A check in the amount of \$337.50 to cover the following items: (a) \$250.00 for filing fee for the Articles of Organization; (b) \$35.00 for the Certificate of Designation of Registered Agent/Registered Office; and (c) \$52.50 for one certified copy of the Certificate of Organization;
3. A copy of executed Articles of Organization to be certified and returned.

If you have any questions regarding these documents, please do not hesitate to contact my office.

Sincerely,

*Marcos R. Marchena* for

Marcos R. Marchena

Enclosures

MRM/faw  
l-sec2.faw

Name	MBH
Availability	MBH
Document Examiner	MBH
Updater	MBH
Updater Verifier	MBH
Acknowledgement	MBH
W. P. Verifier	MBH

8021-867

**ARTICLES OF ORGANIZATION OF  
PREFERRED PHYSICIANS HEALTHCARE ALLIANCE, L.C.**

**ARTICLE I  
NAME**

The name of the limited liability company ("Company") is Preferred Physicians Healthcare Alliance, L.C.

**ARTICLE II  
ADDRESS**

The mailing address and street address of the company's principal office is 701 Valley Stream Drive, Geneva, Florida 32732.

**ARTICLE III  
DURATION**

The period of duration for the company is perpetual.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name and address of the company's initial registered agent in Florida is Edward Cabrera, 701 Valley Stream Drive, Geneva, Florida 32732.

**ARTICLE V  
MANAGEMENT**

The company is to be managed by a manager and the name and address of said manager is identified as follows:

Edward Cabrera, 701 Valley Stream Drive, Geneva, Florida 32732

**ARTICLE VI  
ADMISSION OF NEW MEMBERS**

Additional members may be admitted only on the unanimous written consent of the remaining members, and the remaining members shall determine the amount and the nature of contributions

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by new members.

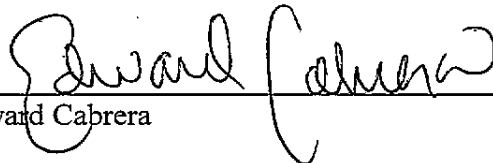
**ARTICLE VII  
TERMINATION OF MEMBERSHIP**

The remaining members of the company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company, only upon a unanimous vote of the remaining members.

**ARTICLE VIII  
AMENDING REGULATIONS**

The power to adopt, alter, amend or repeal the regulations of the company is vested entirely in the manager listed in Article V.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 22 day of July, 1998 at the offices of Marchena and Graham, P.A., 233 South Semoran Boulevard, Orlando, Florida 32807.

  
\_\_\_\_\_  
Edward Cabrera

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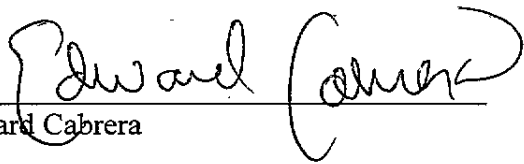
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Fla. Statutes, the undersigned limited liability company submits the following statement in designating the registered agent/registered office in the state of Florida.

1. The name of the limited liability company is Preferred Physicians Healthcare Alliance, L.C.
2. The name and address of the registered agent and office is: Edward Cabrera, 701 Valley Stream Drive, Geneva, Florida 32732.
3. 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 and statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated this 22 day of July, 1998.

  
Edward Cabrera


STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 22 day of July 1998, by Edward Cabrera, who is personally known to me.

  
Notary Public

My Commission Expires

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 Marcos R Marchena  
My Commission CC700592  
Expires January 1, 2002

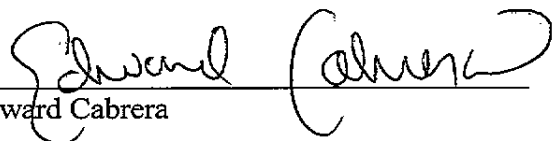
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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Preferred Physicians Healthcare Alliance, L.C. deposes and says:

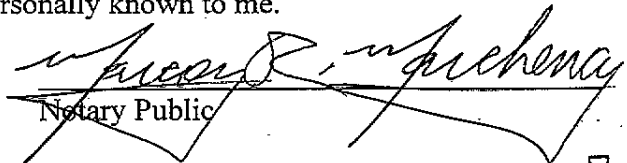
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$100,000.00.
3. The agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$100,000.00. This total includes amounts from paragraphs 2 and 3 above.

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

  
Edward Cabrera


STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 22 day of July, 1998, by Edward Cabrera, who is personally known to me.

  
Notary Public

My Commission Expires:

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 Marcos R. Marchena  
My Commission CC700592  
Expires January 1, 2002

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