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MARLOWE, APPLETON, WEATHERFORD & SALZMAN, P.A.

Attorneys and Counselors at Law  
1001 WEST MORSE BOULEVARD  
SUITE 105  
WINTER PARK, FLORIDA 32789-3738  
(407) 629-5008

MICHAEL J. APPLETON  
MICHAEL L. MARLOWE  
WILLIAM P. WEATHERFORD, JR.  
GARY S. SALZMAN

PLEASE REPLY TO:  
POST OFFICE DRAWER 2366  
WINTER PARK, FLORIDA 32790-2366  
FACSIMILE (407) 740-0310

SUZANNE BARKETT  
*Of Counsel*

August 4, 1998

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-08/06/98--01050--014  
\*\*\*\*337.50 \*\*\*\*337.50

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Organization for Metropolitan Medical Management, L.L.C. and  
Affidavit of Membership and Contributions for Metropolitan Medical Manage-  
ment, L.L.C.

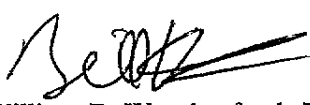
Gentlemen:

Enclosed is the original and a copy of the Articles of Organization and Affidavit of  
Membership and Contributions for Metropolitan Medical Management, L.L.C., together with a check  
for \$337.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the company's existence commences on the date of execution of the Articles,  
please see that the Articles are filed on or before August 7, 1998.

Once the Articles of Organization and Affidavit of Membership and Contributions for  
Metropolitan Medical Management, L.L.C. have been filed, please return the certified copy to this  
office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd  
Enclosures

cc: W. Jeffrey Mann  
William E. Wells, II

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

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**ARTICLES OF ORGANIZATION FOR  
METROPOLITAN MEDICAL MANAGEMENT, L.L.C.,  
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

**ARTICLE I - Name:**

The name of the Limited Liability Company is METROPOLITAN MEDICAL MANAGEMENT, L.L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 5703 Red Bug Lake Road, Suite 309, Winter Springs, Florida 32708.

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be perpetual commencing on July 31, 1998.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by the a manager and the name and address of the initial manager who shall serve until his successors are elected and have qualified is:

<u>Name</u>	<u>Title</u>	<u>Address</u>
William E. Wells, II	Operations Manager	938 Kerwood Circle Oviedo, Florida 32765
W. Jeffrey Mann	Marketing Manager	5703 Red Bug Lake Road, Suite 309 Winter Springs, Florida 32708

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**ARTICLE V - Admission of Additional Members:**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be with the affirmative vote of all Members.

**ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be only with the affirmative vote of all of the remaining Members.

**ARTICLE VII - Initial Registered Office and Registered Agent**

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1031 West Morse Boulevard, Suite 105, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is William P. Weatherford, Jr. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Oviedo, Florida, this 31<sup>st</sup> day of July, 1998.

A handwritten signature in black ink, appearing to read 'William E. Wells, II', with a stylized flourish at the end.

William E. Wells, II, Member

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Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature: W.P. Weatherford, Jr.  
William P. Weatherford, Jr.

Date: August 3, 1998

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS FOR**

**METROPOLITAN MEDICAL MANAGEMENT, L.L.C.**

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned, personally appeared William E. Wells, II, a member or authorized representative of a member of METROPOLITAN MEDICAL MANAGEMENT, L.L.C., a Florida Limited Liability Company, who deposes and says, as follows:

1. The Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is the sum of \$1,000.00
3. The agreed value, if any, of property other than cash contributed by members is NONE.
4. The amount of cash or property anticipated to be contributed by members is the sum of \$1,000.00.

This total includes amounts from 2 and 3 above.

Dated July 31, 1998.



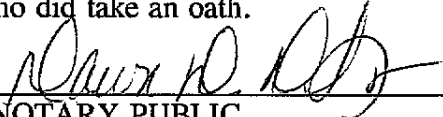
William E. Wells, II

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

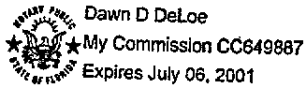
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STATE OF FLORIDA)  
COUNTY OF SEMINOLE)

BEFORE ME, the undersigned authority this 31 day of July, 1998, personally appeared William E. Wells, II, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

  
NOTARY PUBLIC

(SEAL)



Dawn D. DeLoe  
(Type or Print Name of Notary)

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