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LIMITED LIABILITY COMPANY

PRIMUS PHYSICIANS SERVICES, L.C.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

JUAN T. O'NAGHTEN
2665 SOUTH BAYSHORE DRIVE, SUITE 1100
MIAMI, FL 33133

SUBJECT: PRIMUS PHYSICIANS SERVICES, L.C.
REF: W98000029310

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Your affidavit doesn't meet the requirements of our office.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H98000024392
Letter Number: 598A00061201

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 31, 1998

JUAN T. O'NAGHTEN
2665 SOUTH BAYSHORE DRIVE, SUITE 1100
MIAMI, FL 33133

SUBJECT: PRIMUS PHYSICIANS SERVICES, L.C.
REF: W98000029310

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The registered agent must sign accepting the designation.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: E98000024392
Letter Number: 598A00061150

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(6)

ARTICLES OF ORGANIZATION OF Primus Physicians Services, L.C.

The undersigned hereby subscribe these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

I. NAME

The name of the Limited Liability Company is Primus Physicians Services, L.C. (the "Company")

II. TERM OF EXISTENCE

The Company is to exist for a term commencing on the date these Articles of Organization are filed with the Secretary of State of Florida and ending on December 31, 2048 unless sooner dissolved in accordance with the laws of the State of Florida.

III. NATURE OF BUSINESS

The Company is being formed to conduct any and all business activities permitted by the Florida Limited Liability Company Act, for a limited liability company.

IV. PRINCIPAL OFFICE

The mailing and street address of this Company's principal office shall be 18350 N.W. 2nd Avenue, Suite 400, Miami, Florida 33169.

V. REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of this Company shall be Juan T. O'Naghten, whose business address is Suite 200, Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133, which shall be the registered office of this Limited Liability Company.

Juan T. O'Naghten
Fla. Bar No.: 305774
Suite 1100
2665 South Bayshore Drive
Miami, Florida 33133
(305) 265-8000

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**VI.
ADDITIONAL MEMBERS**

Additional members of this Company shall be admitted upon: consent of the majority interest of the existing members and upon such terms and conditions as are provided in the Regulations.

**VII.
CONTINUATION OF BUSINESS**

The members of this Company shall have the right to continue the business of the Company upon 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.

**VIII.
MANAGEMENT BY BOARD OF MANAGERS**

This Company shall be managed by a board of managers, who shall be appointed as provided in the Regulations. The initial members of the Board of Managers and their addresses, who shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify are as follows:

Ruben Garcia
18350 N.W. 2nd Avenue
Suite 400
Miami, Florida 33169

John Audette
18350 N.W. 2nd Avenue
Suite 400
Miami, Florida 33169

**IX.
REGULATIONS**

The affairs of this Company shall be governed by its Regulations to the extent they are not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal Regulations shall be vested in the members of this Company. Any amendment to the Regulations must be by a unanimous vote of the members of the Company.


Ruben Garcia


John Audette

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STATE
TREASURER, FLORIDA

AFFIDAVIT

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STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

BEFORE ME, the undersigned authority, personally appeared Ruben Garcia who, after being duly sworn, deposes and says:

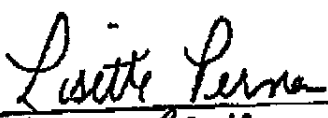
1. He is a member of Primus Physician Services, L.C. (the "Company"), on whose behalf he gives this affidavit.
2. The Company has at least two members.
3. The total amount of capital contributed to date by the members of the Company is \$22,727.27 as follows: \$15,000 in cash or the equivalent and 100% of the issued and outstanding stock in Primus Health Care Corporation, Inc. valued at \$7727.27.
4. The total amount of capital anticipated to be contributed by the Members of the Company is \$22,727.27.


Ruben Garcia

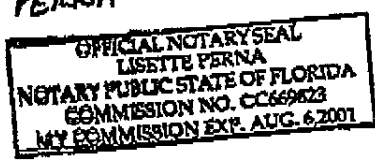
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CLERK OF THE
STATE
TALLAHASSEE, FLORIDA

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The foregoing affidavit was acknowledged before me this Dec. 30, 1998
by Ruben Garcia, a member of Primus Physician Services, L.C., limited liability company organized
under the laws of the State of Florida. He is personally known to me or has produced _____
as identification and did take an oath.



Name: Lisette Perna
Title:
Commission No:



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**STATEMENT OF ACCEPTANCE
OF
REGISTERED AGENT OF
PRIMUS PHYSICIANS SERVICES, L.C.**

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date: 30 Dec 1998



Juan T. O'Naghten

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TALLAHASSEE, FLORIDA

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AFFIDAVIT

STATE OF FLORIDA)
)
 COUNTY OF MIAMI DADE)

BEFORE ME, the undersigned authority, personally appeared John Audette, who after being duly sworn, deposes and says:

1. He is an officer of Primus Physician Services, Inc. (the "Company") on whose behalf he gives this affidavit.
2. Primus Physician Services, L.C. is intended to be an affiliated limited liability company with the Company.
3. The Company gives its express permission for its name to be used by Primus Physician Services, L.C.

John Audette
 John Audette

The foregoing affidavit was acknowledged before me this Dec. 30, 1998
 By John Audette, an officer of Primus Physician Services, Inc., a corporation organized under the laws of the State of Delaware. He is personally known to me or has produced as identification and did take an oath.

Lisette Perna
 Name: LISETTE PERNA
 Title:
 Commission No.:

OFFICIAL NOTARY SEAL
 LISETTE PERNA
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. CC669823
 MY COMMISSION EXP. AUG. 6, 2001

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