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PLEASE REPLY TO:
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WINTER PARK, FLORIDA 32790-2366
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WILLIAM W. POUZAR
Of Counsel

March 4, 1999

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

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-03/08/99-01137--009
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Re: Articles of Organization for Primary One I.P.A., L.L.C. and Affidavit of
Membership and Contributions for Primary One I.P.A., L.L.C.

Gentlemen:

Enclosed is the original and a copy of the Articles of Organization and Affidavit of
Membership and Contributions for Primary One I.P.A., 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.

Once the Articles of Organization and Affidavit of Membership and Contributions for
Primary One I.P.A., L.L.C. have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures

cc: Michael T. McManus

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Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
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**ARTICLES OF ORGANIZATION FOR
PRIMARY ONE I.P.A., 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 PRIMARY ONE I.P.A., L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 1200 Sligh Boulevard, Orlando, Florida 32806.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of filing of these Articles of Organization.

ARTICLE IV - Management:

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

<u>Name</u>	<u>Address</u>
David F. Cowan, Jr., M.D.	3615 South Orange Avenue Orlando, Florida 32806
Richard Janovitz, M.D.	1200 Sligh Boulevard Orlando, Florida 32806
Gerald Kivett, M.D.	1200 Sligh Boulevard Orlando, Florida 32806
Robert Meyer, M.D.	1200 Sligh Boulevard Orlando, Florida 32806

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ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions

of the admissions shall be with the affirmative vote of a majority of the 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 a majority 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 1200 Sligh Boulevard, Orlando, Florida 32806. 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 Michael T. McManus. 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 Orlando, Florida, this ___ day of February, 1999.


David F. Cowan, Jr., M.D., Member

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: 
Michael T. McManus

Date: 2/25/99

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS FOR

PRIMARY ONE I.P.A., L.L.C.

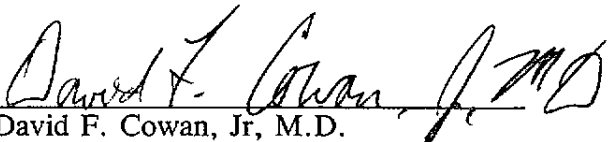
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned, personally appeared David F. Cowan, Jr, M.D., a member or authorized representative of a member of PRIMARY ONE I.P.A., 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 \$25,000.00.
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 \$25,000.00

This total includes amounts from 2 and 3 above.

Dated February 18, 1999.


David F. Cowan, Jr, M.D.

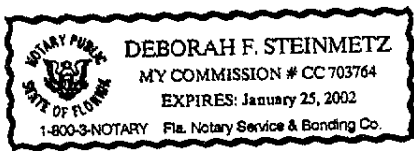
In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority this 18th day of February, 1999,
personally appeared David F. Cowan, Jr, M.D., who is personally known to me or who has
produced _____ as identification and who did take an oath.

Deborah F. Steinmetz
NOTARY PUBLIC

(SEAL)



Deborah F. Steinmetz
(Type or Print Name of Notary)

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