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CORRESPONDING OFFICE

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Of Counsel:
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CORRESPONDING OFFICE

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July 26, 1999

TRANSMITTAL LETTER

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

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-07/27/99-01049-032
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DIVISION OF CORPORATIONS
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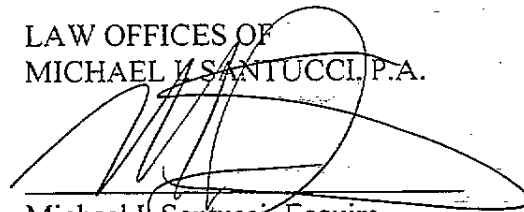
**SUBJECT: Amended and Restated Articles of Organization
And Supplemental Affidavit of Membership and
Contributions of Fort Lauderdale Hospital
Management, L.L.C.**

Kindly find enclosed the Amendment and Restated Articles of Organization for **Fort Lauderdale Hospital Management, L.L.C.**, along with a Supplemental Affidavit of the Capital Contribution contained therein with a check in the amount of \$52.50 for filing fee, and \$250.00 respectively.

Thank you,

LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.

BY:


Michael I. Santucci, Esquire

BK CF -52.50
7/27/99

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

The undersigned members of Fort Lauderdale Hospital Management, L.L.C., for the purpose of amending the Articles of Organization of the Limited Liability Company, which were filed on May 25, 1999, under Section 608.411 of the Florida Limited Liability Company Act, hereby adopt the herein Amended and Restated Articles of Organization, effective immediately, upon unanimous vote of the Members.

ARTICLE I NAME

The name of the Limited Liability Company shall be:

Fort Lauderdale Hospital Management, L.L.C.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be:

1601 East Las Olas Boulevard, Fort Lauderdale, Florida 33301.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by managers, and the names and addresses of the initial managers are:

Neal G. Cury, President/CEO
1550 N.W. 101st Way
Plantation, Florida 33332

Richard A. Kresch, Chairman and Secretary
168 Fifth Avenue
Suite 4 South
New York, New York 10010

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Leo Albert, Treasurer
7342 Pinewalk Drive
South Margate, Florida 33063

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ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The company has the right to admit additional members upon a vote of all members entitled to vote and owning ninety-five percent (95%) of the Member's Ownership Interest in the Limited Liability Company.

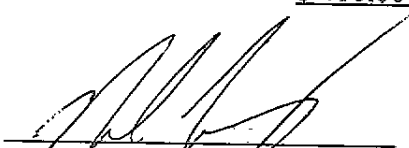
ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The Limited Liability Company shall dissolve, 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, unless the remaining members of the Limited Liability Company unanimously agree to continue the business.

**ARTICLE VII - AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of Fort Lauderdale Hospital Management, L.L.C. certifies:

- 1) The above named Limited Liability Company has at least one (1) member.
- 2) The total amount of cash contributed by the members is: \$ 35,000.00
- 3) If any, the agreed value of property other than cash contributed by Member(s) is; \$ - 0 -
- 4) The total amount of cash and property contributed and anticipated to be contributed by the members is: \$ 410,000.00


Member, Neal G. Gury