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LIMITED LIABILITY COMPANY

PRONET HEALTH, L.L.C.

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ARTICLES OF ORGANIZATION  
FOR  
ProNet Health, L.L.C.

ARTICLE - NAME

The name of this limited liability company shall be ProNet Health, L.L.C..

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law, or laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be:

701 N. W. 57th Avenue  
Suite 330  
Miami, FL 33126

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial agent are:

Manuel Vazquez, Esq.  
502 Gables International Plaza  
2655 LeJeune Road  
Coral Gables, FL 33134

ARTICLE VI - ADDITIONAL MEMBERS

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This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

**ARTICLE VII - INITIAL MANAGERS**

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have three managers. The number of managers of this company may be changed in accordance with the regulations of the company. The names and addresses of the initial managers are as follows:

Juan Lombillo, M.D.	Rafael Diaz-Yoserev, M.D.	Carolina Calderin
6061 N. Kendall Dr.	520 Brickell Key Dr. #814	3101 Alhambra Miami, Fl
Miami, FL 33156	Miami, FL 33131	Coral Gables, FL 33146

The initial managers shall serve indefinitely, or until his or her successor is elected and qualified, or until his or her death or resignation.

**ARTICLE VII - REGULATIONS**

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

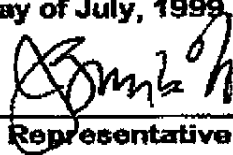
**ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS**

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

**ARTICLE X - AMENDMENT**

The limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 19 day of July, 1999



Authorized Representative of the members.

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

The name of the limited liability company is ProNet Health, L.L.C.

The name and address of the registered agent and office is:

Manuel Vazquez, Esq.,  
502 Gables International Plaza  
2655 LeJeune Road  
Coral Gables, FL 33134

Having been named as registered agent and to accept service of process for the above-named 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 of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated:

July 29, 1999

Manuel Vazquez  
Manuel Vazquez, Esq.

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF MIAMI-DADE)

The undersigned member of ProNet Health, L.L.C. deposes and says:


1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$1,000.00.
3. The agreed value of property other than cash contributed by member is \$0.00.
4. The total amount of cash or property anticipated to be contributed by members is \$10,000.00. The total includes amounts from items 2 and 3 above.

In accordance with Section 608/408(3), Florida Statutes, the execution of this Affidavit constitutes and affirmation under penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Juan Lombillo, M.D. - Member

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 19 day of July, 1999, by Juan Lombillo, M.D., who is personally known to me and has taken an oath.

  
\_\_\_\_\_  
Maria H. Vazquez, Notary Public  
State of Florida

NOTARY PUBLIC - STATE OF FLORIDA  
MARIA H. VAZQUEZ  
COMMISSION # CC402649  
EXPIRES 10/31/2001  
BONDED THROUGH ASB 1-888-NOTARY1

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