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* Federal Tax Counsel to the Firm Admitted in Ohio Only, Practice Limited to Matters of Federal Tax Law

MJH

December 14, 1999

CERTIFIED MAIL, RETURN RECEIPT REQUESTED: Z178 398 301

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

DIVISION OF COMPORATION

99 DEC 17 PM 12: 37

Re: Physicians Benefit Corporation, LLC

Dear Sir/Madam:

Enclosed please find one (1) original and one (1) copy of the Articles of Organization for the above referenced limited liability company. Upon filing of same, please return one (1) certified copy stamped with the date and time the document has been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested document, along with our check in the amount of \$155 for the following:

Filing fee for the LLC:		\$100
Designation of Agent:		\$ 25
Certified copy:		<u>\$ 30</u>
TOTAL:	_	\$155

Secretary of State December 14, 1999 Page 2

Should you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & KENNEDY

P. Todd Kennedy

PTT/tas

Encl.

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PHYSICIANS BENEFIT CORPORATION, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

6401 S.W. 87th Avenue, Suite 208 Miami, Florida 33173

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

BENJAMIN METS	CH	
1385 N.W. 15t		
Florida street addres	s (P.O. Box <u>NOT</u> acceptable) FL 33125	
City	, State, and Zip	

Having been named as registered agent and to accept service of process for the above stated 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

> an effective date is requested) (An additional article must be

> > Signature of a member or an authorized representative of a member.

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

> Benjamin Metsch, Authorized Representative Typed or printed name of signee

> > FILING FEES:

\$ 100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (OPTIONAL)

5.00 Certificate of Status (OPTIONAL)