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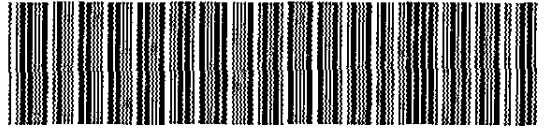
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TALLAHASSEE, FLORIDA

J. BRYAN DEC 18 2003

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[kathleen@fordlawfirm.net](mailto:kathleen@fordlawfirm.net)

December 10, 2003

**VIA OVERNIGHT MAIL**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**RE: Articles of Organization EAP-SURGICAL, LLC**

To Whom It May Concern:

I enclose the original of the Articles of Organization in connection with the referenced company. Please file these Articles and return one (1) copy to this office by regular U.S. mail.

I also enclose a check made payable to the Department of State in the amount of **\$125.00** in payment of the required filing fees.

If you have any questions with respect to this matter, please do not hesitate to contact us.

Sincerely,



Rita M. Holston  
Legal Assistant

/rmh

Enclosure

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**EAP-SURGICAL, LLC**

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida, these Articles of Organization for the purpose of forming a Company (the "Company") in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this Company is "EAP-SURGICAL, LLC".

**ARTICLE II  
COMMENCEMENT OF EXISTENCE AND DURATION**

The existence of this Company shall commence on the date of the filing of this document, and it shall thereafter perpetually exist from such date. This Company may be terminated as provided in these Articles of Organization or the Company's Operating Agreement.

**ARTICLE III  
PURPOSE**

This Company is created for the purpose of engaging in any lawful act or activity as may be agreed upon by the members and to exercise any powers permitted to limited liability companies under Florida Law that, in either case, are incidental to and necessary or convenient for the accomplishment of the above-mentioned purpose.

**ARTICLE IV  
MAILING ADDRESS AND PRINCIPAL OFFICE**

The principal place of business of this Company shall be:

**9375 66<sup>th</sup> Street North  
Pinellas Park, FL 33782**

and such other place or places as the members may from time to time determine.

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**ARTICLE V**  
**REGISTERED AGENT**

The initial Registered Agent and Registered Office of this Company shall be:

**John B. Wachter, Jr.**  
**9375 66<sup>th</sup> Street North**  
**Pinellas Park, FL 33782**

**ARTICLE VI**  
**INITIAL MEMBERS**

The names and addresses of the initial members of this Company are (the "Members"):

<u>Name</u>	<u>Address</u>
<b>John B. Wachter, Jr.</b>	<b>9375 66<sup>th</sup> Street North</b> <b>Pinellas Park, FL 33782</b>
<b>Mark D. Oberlander</b>	<b>9375 66<sup>th</sup> Street North</b> <b>Pinellas Park, FL 33782</b>

**ARTICLE VII**  
**MANAGEMENT OF BUSINESS**

The management of this Company shall be vested in **John B. Wachter, Jr.**, as "Managing Member," whose address is as stated above. Such Managing Member shall serve in such capacity until the first annual meeting or until a successor is elected and qualified. The Managing Member shall have the right to manage this Company pursuant to specific rules regarding rights and duties of such Managing Member enumerated in the Operating Agreement of this Company.

**ARTICLE VIII**  
**OPERATING AGREEMENT**

Contemporaneously with the execution of these Articles of Organization, the Members of this Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this Company not inconsistent with laws of the State of Florida or these Articles. The power to alter, amend or repeal such Operating Agreement shall be vested in the Members of this Company as decided by majority vote.

**ARTICLE IX**  
**OWNERSHIP OF PROPERTY**

Real or personal property originally brought into or transferred to this Company, or acquired by this Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Company.

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**ARTICLE X**  
**TRANSFERABILITY OF MEMBERS' INTEREST**

A Member's interest in this Company may be transferred, whether voluntarily or involuntarily, only with the consent of the Members and/or the Company as specified in the Operating Agreement, if the transferee intends to become a Member. Without this consent, the transferee shall not be entitled to become a Member or to participate in the management of this Company.

**ARTICLE XI**  
**PROFITS AND LOSSES**

The Members of this Company shall be entitled to the net profits arising from the operation of Company business. Each Member shall be entitled to his or her distributive share of the profits according to his Member Interest in this Company. Losses shall be apportioned to each Member in the same proportion according to his Member Interest in the Company.

**ARTICLE XII**  
**ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time on such terms and conditions as are set forth by a vote of all Members as specified in the Operating Agreement.

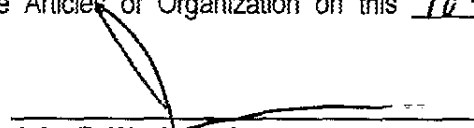
**ARTICLE XIII**  
**WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a Member, this Company shall cease and terminate its existence; unless the remaining Members unanimously elect to continue in business pursuant to the applicable provisions of the Operating Agreement.

**ARTICLE XIV**  
**AMENDMENTS**


These Articles, except with respect to the vested rights of the Members, may be amended from time to time, and the amendments shall be filed, duly signed by all Members of this Company, with the Florida Department of State. All Members of the Company agree to abide by such amendments for the purpose of filing with the Florida Department of State.

**IN WITNESS WHEREOF**, the undersigned, as a Member of **EAP-SURGICAL, LLC**, and as authorized agent for all Members, has executed these Articles of Organization on this 10<sup>th</sup> day of **December, 2003**.

  
John B. Wachter, Jr.,  
Managing Member

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of **December, 2003**, by **John B. Wachter, Jr.**, who is personally known to me or who has produced \_\_\_\_\_ as identification.

 Rita M. Holston  
MY COMMISSION # DD189584 EXPIRES  
March 26, 2007  
BONDED THRU TROY FAIN INSURANCE, INC

Rita M. Holston  
Print Name: Rita M. Holston  
Notary Public for State of Florida (SEAL)  
My Commission Expires: \_\_\_\_\_

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**CERTIFICATE OF ACCEPTANCE OF  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent of **EAP-SURGICAL, LLC** to accept service of process for the said Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.

John B. Wachter, Jr.

Date: December 10<sup>th</sup>, 2003

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of **December, 2003**, by **John B. Wachter, Jr.**, who is personally known to me or who has produced \_\_\_\_\_ as identification.

 Rita M. Holston  
MY COMMISSION # DD189584 EXPIRES  
March 26, 2007  
BONDED THRU TROY FAIN INSURANCE, INC

Rita M. Holston  
Print Name: \_\_\_\_\_  
Notary Public for State of Florida (SEAL)  
My Commission Expires: \_\_\_\_\_