FILE SECOND

L04000015663

Florida Department of State

Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000043407 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

```
To:
     Division of Corporations
     Fax Number        : (850)205-0383

From:                    SHIRBALA ROWE
     Account Name      : BUSH ROSS GARDNER WARREN & RUDY, P.A.
     Account Number    : I19990000150
     Phone             : (813)224-9255
     Fax Number        : (813)223-9620
```

FILED 2005 FEB 21 AM 9:31 SECRETARY OF STATE TALLAHASSEE, FLORIDA

FILED 2005 FEB 18 AM 9:31 SECRETARY OF STATE TALLAHASSEE, FLORIDA

RECEIVED 05 FEB 21 PM 4:07 DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT

BRANDON SURGERY CENTER, LC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	$55.00

Electronic Filing Menu Corporate Filing Public Access Help

(((H05000043407 3)))

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW
220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602-5330

(813) 224-9255
FAX (813) 223-9620

MAILING ADDRESS:
POST OFFICE BOX 3913
TAMPA, FLORIDA 33601-3913

February 21, 2005

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Brandon Ambulatory Surgery Center, LLC to BASC, LLC
Brandon Surgery Center, LC to Brandon Ambulatory Surgery Center, LC

Ladies and Gentlemen:

This letter will hopefully clarify a filing which is being concurrently made with your office. Your records will reflect that Articles of Organization of Brandon Ambulatory Surgery Center, LLC were filed on October 16, 2003, and that separate Articles of Organization of Brandon Surgery Center, LC, were filed on February 26, 2004. As both entities are owned by affiliate members, a decision has been made for Brandon Surgery Center, LC to adopt the name, Brandon Ambulatory Surgery Center, LC, and for the entity presently holding that name to adopt the name, BASC, LLC. In that regard, we are today filing Articles of Amendment to and Restatement of the Articles of Organization of Brandon Ambulatory Surgery Center, LLC, changing its name to BASC, LLC, and are separately and subsequently filing Articles of Amendment to and Restatement of the Articles of Organization of Brandon Surgery Center, LC, so as to change its name to Brandon Ambulatory Surgery Center, LC. On behalf of both entities, I certify that each change has been approved by the unanimous action of the applicable company's sole member. If you have questions concerning this action, please advise.

Yours truly,

Jeremy P. Ross

Attachments
Cc: Cynthia S. Barsa
338833.1

(((H05000043407 3)))

(((H05000043407 3)))

ARTICLES OF AMENDMENT TO AND RESTATEMENT OF THE ARTICLES OF ORGANIZATION OF BRANDON SURGERY CENTER, LC

****

BRANDON SURGERY CENTER, LC, a Florida limited liability company whose Articles of Organization were originally filed with the Florida Department of State on February 26, 2004 (the "**Company**"), hereby certifies as follows:

1. Article I of the Company's Articles of Organization, presently reading as follows:

"**ARTICLE I**
Name

The name of the limited liability company is BRANDON SURGERY CENTER, LC (the "**Company**").

is hereby amended in its entirety to read as follows:

"**ARTICLE I**
Name

The name of the limited liability company is BRANDON AMBULATORY SURGERY CENTER, LC (the "**Company**").

....

2. As so amended, the Company's Articles of Organization are hereby restated in their entirety to read as follows:

ARTICLE I
Name

The name of the limited liability company is BRANDON AMBULATORY SURGERY CENTER, LC (the "**Company**").

ARTICLE II
Period of Duration

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State and thereafter shall remain in existence until such time as the occurrence of any dissolving event defined in the Company's Operating Agreement.

ARTICLE III
Address of Principal Office

The Company's mailing address and the street address of its principal office shall be 4178 North Armenia Avenue, Tampa, Florida 33607.

ARTICLE IV
Name and Street Address of Initial Registered Agent

The Company's initial registered agent shall be Jeremy P. Ross, whose address is 220 South Franklin Street, Tampa, Florida 33602.

ARTICLE V
Additional Members

Additional members may be admitted to the Company in the manner set forth in the Company's Operating Agreement.

ARTICLE VI
Management of the Company

The Company shall be a manager-managed limited liability company.

ARTICLE VII
Continuation of the Company

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 Company (an "**Event**") shall not cause the Company to be dissolved; provided that if, following the occurrence of such Event, no member shall remain, then dissolution shall be deemed to occur upon the date of the Event unless, within the succeeding six month period, any personal or other legal representative of such last member agrees in writing that (a) the Company shall be continued without dissolution, and (b) such representative or any nominee or designee thereof shall be admitted to the Company as a member thereof, effective as of the occurrence of the Event. Under that latter circumstance, the Company shall continue in effect and shall not be deemed dissolved.

ARTICLE VIII
Operating Agreement

The power to adopt, alter, amend or repeal an Operating Agreement, whose purpose shall be to regulate the Company's affairs, the conduct of its business activities, and to govern the relations between or among multiple members shall be vested in the Company's members.

ARTICLE IX
Indemnification

The Company shall have the power, but not the absolute obligation, to indemnify any member, manager, agent or other person having a relationship with the Company, or his, her or its personal representatives, devisees, heirs, successors or assigns, in the manner and to the extent contemplated by §608.4229, Florida Statutes, or any successor thereto.

....

3 The foregoing amendment and restatement shall become effective as of the close of business on the date these Articles of Amendment to and Restatement of the Articles of Organization of

Brandon Surgery Center, LC, are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the limited liability company laws of the State of Florida.

4. The amendment recited in Section 1. above, changing the name of the Company from Brandon Surgery Center, LC, to Brandon Ambulatory Surgery Center, LC, has been unanimously approved by all of its members and is being filed in accordance with the requirements of §608.411, Florida Statutes.

IN WITNESS WHEREOF, BRANDON SURGERY CENTER, LC, has caused these Articles of Amendment and Restatement to be executed, in accordance with §608.407(3), Florida Statutes, by an authorized representative of a Company member this 21st day of February 2005.

BRANDON SURGERY CENTER, LC

By: ____________________________

Jeremy P. Ross, an authorized representative of John E. Barna, a member

FILED

2005 FEB 21 AM 9:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA