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G. MCLEOD
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EXAMINER

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January 18, 2008

FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Brandon Ambulatory Surgery Center, LC

Dear Sir or Madam:

Please find enclosed a First Amendment to the Amended and Restated Articles of Organization of Brandon Ambulatory Surgery Center, LC, along with our check in the amount of \$55.00 to cover the \$25.00 filing fee and a \$30.00 charge for a certified copy of said filing.

Please return your receipt and a certified copy of the filed Articles of Amendment to the undersigned in the enclosed stamped, self-addressed envelope.

With kind regards, I am

Sincerely,



Catherine W. Eagles
Commercial Paralegal

/cwe
Enclosures

cc: Dr. Robert O. Baratta
Philip M. Sprinkle, II, Esquire

Disclosure Required by Internal Revenue Service Circular 230: This communication is not a tax opinion. To the extent it contains tax advice, it is not intended or written by the practitioner to be used, and it cannot be used by the taxpayer, for the purpose of avoiding tax penalties that may be imposed on the taxpayer by the Internal Revenue Service.

**FIRST AMENDMENT TO THE
AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
BRANDON AMBULATORY SURGERY CENTER, LC**

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Brandon Ambulatory 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 and whose Amended and Restated Articles of Organization were filed with the Florida Department of State on February 21, 2005 (the "Company"), hereby amends its Amended and Restated Articles of Organization as follows:

1. Article III of the First Amended and Restated Articles of Organization shall be deleted in its entirety and replaced with the following:

The Company's mailing address and the street address of its principal office shall be 2100 S.E. Ocean Blvd., Suite 102, Stuart, FL 34996.

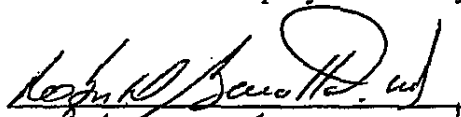
2. Article IV of the First Amended and Restated Articles of Organization shall be deleted in its entirety and replaced with the following:

The Company's initial registered agent shall be Edwin E. Mortell, III, whose address is Peterson Bernard, 416 Flamingo Avenue, Stuart, Florida 34996.

3. Except as expressly amended hereby, the Articles of Organization shall remain in full force and effect.

IN WITNESS WHEREOF, Brandon Ambulatory Surgery Center, LC, has caused these Articles of Amendment to be executed, in accordance with §§ 608.411 and 608.407(3), Florida Statutes, by an authorized representative of the Company this 1st day of January 2008.

By:
Name:
Capacity:


ROBERT O. BARATTA
MANAGER

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

Brandon Ambulatory Surgery Center, LC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated Edwin E. Mortell, Esquire, as its initial registered agent to accept service of process within the State of Florida, with its registered office located at Petersen Bernard, 416 S.E. Flamingo Avenue, Stuart, Florida 34996.

Brandon Ambulatory Surgery Center, LC

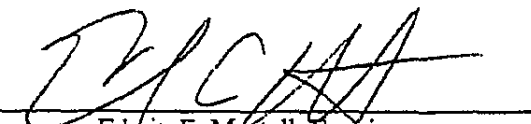
By: **Ascent, LLC**, a Florida limited liability
company, a Member of Ascent Northpoint,
LLC

By: 
Robert O. Baratta, M.D., Member

ACKNOWLEDGMENT

Having been named as the initial registered agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as registered agent.

Dated this 25th day of February, 2008.


Edwin E. Mortell, Esquire