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DIVISION OF CORPORATIONS
05 FEB - 4 AM 11:00

**GODFREY
& KAHN**^{SC}
ATTORNEYS AT LAW

780 NORTH WATER STREET
MILWAUKEE, WI 53202-3590
TEL 414-273-3500
FAX 414-273-5198
www.gklaw.com

GODFREY & KAHN, S.C.
MILWAUKEE
APPLETON
GREEN BAY
WAUKESHA

LAFOLLETTE GODFREY & KAHN
MADISON

February 3, 2005

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Kidney Institute of Naples, LLC

Dear Sir or Madam:

Enclosed for filing upon receipt is one originally executed and one copy of the Articles of Organization of Kidney Institute of Naples, LLC together with the Certificate of Designation of Registered Agent/Registered Office. Also enclosed is my credit card information to cover the \$125.00 filing fee in this regard. Once the Articles of Organization have been filed, please forward evidence of filing to me in the enclosed envelope provided.

If you have any questions, or require anything further, please contact me toll free at 877-455-2900.

Very truly yours,

GODFREY & KAHN, S.C.

Joni M. Harder

Joni M. Harder
Paralegal

JH:pjr

Enclosure

cc: Janet R. Dees (w/encl.)
Charles G. Vogel (w/o encl.)

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**GODFREY
& KAHN** SC.
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MADISON

February 7, 2005

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Attention: Brenda Tadlock
409 East Gaines Street
Tallahassee, Florida 32399

RE: Kidney Institute of Naples, LLC

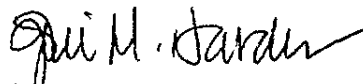
Dear Brenda:

Enclosed is a check in the amount of \$125.00 to cover the filing fee for the Articles of Organization for the Kidney Institute of Naples, LLC.

If you have any questions, or require anything further, please contact me toll free at 877-455-2900.

Very truly yours,

GODFREY & KAHN, S.C.



Joni M. Harder
Paralegal

JH:pjr
Enclosure
MW917550_2.DOC

ARTICLES OF ORGANIZATION
OF
KIDNEY INSTITUTE OF NAPLES, LLC

05 FEB - 4 AM 11:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

These Articles of Organization are executed by the undersigned for the purpose of forming a Florida Limited Liability Company under Chapter 608 of the Florida Statutes:

ARTICLE I - NAME

The name of the limited liability company is Kidney Institute of Naples, LLC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office is 463 Grant Street, Dunedin, Florida 34698.

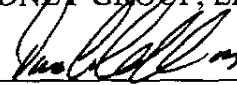
ARTICLE III - REGISTERED AGENT

The name and Florida street address of the initial registered agent is Janet R. Dees, 463 Grant Street, Dunedin, Florida 34698.

ARTICLE IV - MANAGEMENT

Management of the limited liability company shall be vested in its Members. The name and address of the Managing Member is The Kidney Group, LLC, 463 Grant Street, Dunedin, Florida 34698.

THE KIDNEY GROUP, LLC, Managing Member

By: 
Dana A. Campbell, M.D.

This document was drafted by:

Nathan S. Ganfield
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Kidney Institute of Naples, LLC

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

Janet R. Dees
(NAME)

463 Grant Street
(P. O. Box NOT ACCEPTABLE)

Dunedin, Florida 34698
(CITY/STATE/ZIP)

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 FEB - 4 AM 11:00

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.

Janet R. Dees
(SIGNATURE)

Jan 25, 05
(DATE)