

Division of Corporations

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**L06000034315****Florida Department of State**Division of Corporations  
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From: Account Name : THE KIRWAN LAW FIRM  
Account Number : I20020000151  
Phone : (407) 210-6622  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.****Gastroenterology and Nutrition of Central Florida, L**

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**ARTICLES OF ORGANIZATION FOR  
GASTROENTEROLOGY AND NUTRITION OF CENTRAL FLORIDA, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of the Limited Liability Company is GASTROENTEROLOGY AND NUTRITION OF CENTRAL FLORIDA, LLC

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 1058 Ceasars Court, Mount Dora, Florida 32757.

**ARTICLE III  
DURATION**

The term of the Company shall commence on the date these Articles of Organization are duly filed with the Florida Secretary of State and shall continue until December 31, 2030, when its business and affairs shall be dissolved.

**ARTICLE IV  
MANAGEMENT**

The Limited Liability Company is to be managed by its manager, and the name and address of the manager is:

NEHME GABRIEL  
1058 Ceasars Court  
Mount Dora, Florida 32757

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 1058 Ceasars Court, Mount Dora, Florida 32757, and the initial Registered Agent at such address is NEHME GABRIEL

**ARTICLE VI  
NO ASSIGNMENT OF INTEREST / CHARGING ORDER**

No member or members of the limited liability company shall have the right to assign their interest in the limited liability company, whether voluntarily or involuntarily, without the unanimous

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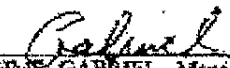
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written agreement of all of the members (the "Required Unanimous Vote"), unless otherwise provided in the limited liability company's operating agreement. If an assignment of a membership interest is not approved by the Required Unanimous Vote, the assignee (which includes, without limitation, the holder of a charging order) shall have no right to (i) become a member of the limited liability company, (ii) participate in the management of the limited liability company, or (iii) exercise any rights or powers of a member and/or manager. The assignee shall merely be entitled to receive the share of profits and other distributions to which the assignor was entitled, to the extent assigned. Any such assignee shall be allocated and report all items of income, gain, loss, deduction, credit or other tax allocation (a "Taxable Item") on such assignee's income tax returns each year to the same extent the assignor would have been allocated such Taxable Items and the assignee shall receive the federal and all relevant state Forms K-1 with respect to such allocations. Each Member (and any future assignee(s), including, without limitation, the holder of a charging order) is put on notice that (i) the Managers may make investment decisions that may produce significant income tax liability to the Members and assignees and that corresponding distributions with which to pay such income tax liability may not be made and (ii) that the terms of the operating agreement provide that (a) this is reasonable, and (b) does not constitute a breach of fiduciary duty by the Managers.

IN WITNESS WHEREOF, the undersigned manager affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned manager has executed these Articles of Organization this 31 day of March 2006

  
NEHME GABRIEL, Manager

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**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, a Florida limited liability company, having been named in Article V of the foregoing Articles of Organization as the initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that the undersigned is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to the undersigned as Registered Agent of the limited liability company.

DATED this 31 day of March, 2006.

*Nehme Gabriel*  
NEHME GABRIEL, Registered Agent

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