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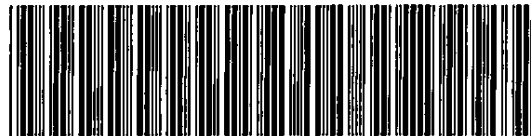
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# KAUFMAN & CANOLES

— | A Professional Corporation | —  
**Attorneys and Counselors at Law**

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Richmond, VA 23219

July 6, 2006

## **FEDERAL EXPRESS**

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

Re: Ascent Ft. Lauderdale, LLC

Dear Sir or Madam:

Please find enclosed for filing Articles of Organization of Ascent Ft. Lauderdale, LLC and attached Certificate of Designation of Registered Agent. Our check in the amount of \$130.00 is also enclosed to cover the filing fee of \$125.00 and a \$5.00 charger for a Certificate of Status.

Once the enclosed Articles of Organization are filed, please return to the undersigned in the enclosed stamped, self-addressed envelope your receipt and evidence of filing, along with the Certificate of Status.

With kind regards, I am

Sincerely,



Catherine W. Eagles  
Commercial Paralegal

/cwe  
Enclosure

cc: Philip M. Sprinkle, II, Esquire  
5091316\1

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.

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**ARTICLES OF ORGANIZATION  
OF  
ASCENT FT. LAUDERDALE, LLC**

**ARTICLE I**

**NAME**

The name of this limited liability company (the "Company") shall be **Ascent Ft. Lauderdale, LLC** and its mailing address and principal place of business is 2100 S.E. Ocean Boulevard, Ft. Lauderdale, Florida 34996.

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**ARTICLE II**

**COMMENCEMENT OF COMPANY EXISTENCE**

This Company shall commence existence on the date these Articles of Organization are filed with the Division of Corporations of the Florida Department of State and shall have perpetual existence unless sooner dissolved according to its Operating Agreement or law.

**ARTICLE III**

**GENERAL PURPOSE; GENERAL POWERS**

The general purpose of this Company shall be the owning, management, and operation of a Moh's surgery center and any other lawful business necessary or helpful in carrying out such purposes. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial name and address of the registered agent of this Company is Edwin E. Mortell, Esquire, Petersen Bernard, 301 E. Ocean Boulevard, Stuart, Florida 34994. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

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**ARTICLE V**

**MANAGEMENT**

The Company shall be managed by a Manager or Managers as set forth in the Operating Agreement adopted by the Company. Except as otherwise stated in the Company's Operating Agreement, the Manager or Managers have sole authority to manage the Company and is authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business.

**ARTICLE VI**

**OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members and shall require the approval of the Manager or Managers and approval of the Members owning more than fifty percent (50%) of the Membership Units.

**ARTICLE VII**

**ADMISSION OF NEW MEMBERS**

Additional Members may not be admitted except upon compliance with the terms and conditions set forth in the Operating Agreement.

**ARTICLE VIII**

**DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY,  
EXPULSION, DISSOLUTION OF MEMBER**

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the Manager or Managers may continue the business of the Company without a vote of the Members so long as there is at least one (1) remaining Member of the Company.

**ARTICLE IX**

**AMENDMENT**

The right to amend or repeal any provision contained in these Articles of Organization, or any amendment hereto, is conferred upon the Members and shall require the approval of the Manager or Managers and approval of Members owning more than fifty percent (50%) of the Membership Units.

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**ARTICLE X**

**HEADINGS AND CAPTIONS**

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

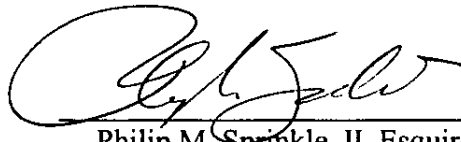
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**ARTICLE XI**

**RELATIONSHIP OF ARTICLES OF ORGANIZATION  
TO OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the Operating Agreement will govern.

**IN WITNESS WHEREOF**, the undersigned authorized representative of the Company does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, this 22<sup>nd</sup> day of June, 2006.



Philip M. Sprinkle, II, Esquire, Organizer

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

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

**Ascent Ft. Lauderdale, LLC** (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 301 E. Ocean Boulevard, Stuart, Florida 34994.

**Ascent, LLC**, a Florida limited liability company, a Member of Ascent Ft. Lauderdale, LLC

By:   
Robert O. Baratta, 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 30 day of June, 2006.

  
Edwin E. Mortell, Esquire