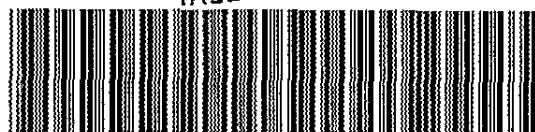


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ATTORNEYS

Linda L. Fleming
813-222-8199
FlemingLL@bipc.com

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December 19, 2003

VIA FEDERAL EXPRESS

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

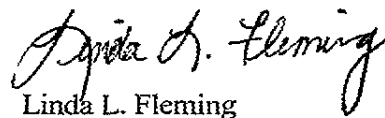
Re: Brevard GI Associates, LLC - Articles of Organization

Dear Sir or Madam:

We have enclosed Articles of Organization for Brevard GI Associates, LLC. In addition, we have enclosed a check from this law firm in the amount of \$155.00, representing the filing fee of \$100.00, a registered agent fee of \$25.00 and \$30.00 for a certified copy of the Articles of Organization.

If you have any questions or would like to discuss this matter further, please contact me at this address or call me at (813) 222-8199. Thank you for your assistance.

Sincerely,


Linda L. Fleming

Enclosures

cc: Andrew I. Tobkes, M.D. (w/enclosures)
R. Andrew Rock, Esq. (w/enclosures)

**ARTICLES OF ORGANIZATION
OF
BREVARD GI ASSOCIATES, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a limited liability company under Chapter 608 of the laws of the State of Florida (the "Florida Limited Liability Company Act" or the "Act").

**ARTICLE I
NAME**

The name of the Limited Liability Company is: Brevard GI Associates, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is:

1257 Florida Ave, Rockledge, FL, 32955

**ARTICLE III
REGISTERED AGENT**

The name and the Florida street address of the registered agent of the Company is:

R. Andrew Rock, Esq.
Buchanan Ingersoll PC
401 E. Jackson Street
Suite 2500
Tampa, Florida 33602

**ARTICLE IV
MANAGEMENT BY MEMBERS**

The Company will be managed by its members and, therefore, is not a manager-managed company.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The members may admit additional members to the Company only by unanimous consent.

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TALLAHASSEE, FLORIDA

ARTICLE VI
AMENDMENT

These Articles of Organization may be amended or restated only by the vote of approval of the members required by the Operating Agreement of the Company.

ARTICLE VII
MISCELLANEOUS

No member shall have the right to make an application to the circuit court for dissolution of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 10th day of December, 2003.

(In accordance with § 608.408(3) of the Florida Limited Liability Company Act, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Andrew I. Tobkes, M.D., Member

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF ORGANIZATION

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, 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 in Chapter 608, Florida Statutes.

Date: December 19, 2003



R. Andrew Rock, Registered Agent