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LIMITED LIABILITY AMENDMENT

FLORIDA HEART ASSOCIATES, P.L.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 29, 2003

HENDERSON, FRANKLIN

,

SUBJECT: FLORIDA HEART ASSOCIATES, P.L.
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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FLORIDA HEART ASSOCIATES, P.L.,
A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY

Pursuant to Section 608.411 of the Florida Statutes, the original Articles of Organization of Florida Heart Associates, P.L., a Florida professional limited liability company, dated as of September 4, 1996, and filed with the Florida Department of State on September 5, 1996, are hereby amended and restated in their entirety as follows:

ARTICLE 1
NAME

The name of the company shall be Florida Heart Associates, P.L., a Florida professional limited liability company (the "Company").

ARTICLE 2
ADDRESS; PRINCIPAL OFFICE

The mailing and street address of the principal office of the Company is 1550 Barkley Circle, Fort Myers, FL 33907.

ARTICLE 3
REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent of the Company is Jeffrey H. Rosen, M.D. The street address of the registered agent for service of process is 1550 Barkley Circle, Fort Myers, FL 33907.

ARTICLE 4
MANAGEMENT

The Company shall be a member-managed company.

ARTICLE 5
DURATION

The Company's existence commenced on September 5, 1996, the date the original Articles of Organization of the Company were filed with the Florida Department of State, and shall continue in effect until it is dissolved upon the occurrence of an event of dissolution described in the Operating Agreement of the Company.

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ARTICLE 6
PURPOSE

The Company may engage in each and every aspect of the general practice of medicine and such other activities related or incidental thereto, but only through its Members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the state of Florida.

ARTICLE 7
OPERATING AGREEMENT

The Members of the Company shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company which may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with applicable law or these Amended and Restated Articles of Organization.

IN WITNESS WHEREOF, the undersigned, being a duly authorized Member of the Company, has caused these Amended and Restated Articles of Organization to be executed as of this ____ day of _____, 2003. These Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411 of the Florida Statutes.

Jeffrey H. Rosen, M.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ACCEPTED
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the professional limited liability company is: Florida Heart Associates, P.L.

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

Jeffrey H. Rosen, M.D.
1550 Barkley Circle
Fort Myers, FL 33907

Having been named as registered agent and to accept service of process for the above stated professional 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.

Jeffrey H. Rosen, M.D., Registered Agent

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AMD
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