

Attorneys at Law

Name John H. [Signature]
 Availability 1-7
 Date 10-1-50
 Location St. Louis
 Method St. Louis
 Recorder W. P. [Signature]
 A. [Signature]
 W. P. [Signature]

**ARTICLES OF ORGANIZATION
OF
NORTH PALM BEACH SURGERY CENTER L.L.C.**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes, as follows:

ARTICLE I

The name of this limited liability company is NORTH PALM BEACH SURGERY CENTER L.L.C. (the "Company").

ARTICLE II

The mailing and street address of the principal place of business of the Company are 733 U.S. Highway One, North Palm Beach, FL 33408.

ARTICLE III

The name and street address of the initial registered agent of the Company are Mark H. Mirkin, Esq., c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, FL 33401.

ARTICLE IV

Management of the Company shall be vested in the managers, who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified to serve as provided in the Operating Agreement of the Company. The name and mailing address of each manager are as follows:

Name	Address
1. Richard L. Weiner	109 Schooner Lane Jupiter, FL 33477
2. Steven R. Saslow	8412 Egret Meadow Lane West Palm Beach, FL 33412
3. Andrew I. Schneider	6901 69 th Way West Palm Beach, FL 33407
4. Chaim Arlosoroff	300 Russlyn Drive West Palm Beach, FL 33405

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5. Roberto J. Acosta 2770 Meadowlark Lane
West Palm Beach, FL 33409
6. Charles J. Eaton 1000 45th Street #2
West Palm Beach, FL 33407
7. Andrew P. Ostapchuk 7670 Misty Lake Place
Jupiter, FL 33458

IN WITNESS WHEREOF, the undersigned authorized representative of a member has hereunto set his name this 29th day of December, 1999.


Mark H. Mirkin, Esq.

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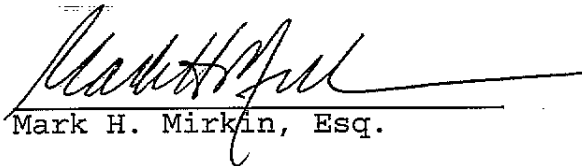
**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415 of the Florida Statutes, the following is submitted:

That NORTH PALM BEACH SURGERY CENTER L.L.C., a Florida limited liability company, with its registered office at c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, FL 33401, has named MARK H. MIRKIN, Esq. at the above address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, the undersigned hereby accepts to act in such capacity and agrees to comply with the applicable provisions of law.


Mark H. Mirkin, Esq.

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