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LAW OFFICES OF
KALTENBACH & WILLIAMS
Attorneys and Counselors at Law

7026 LITTLE ROAD
NEW PORT RICHEY, FLORIDA 34654

Donald F. Kaltenbach, P.A.
Stephen R. Williams

January 28, 2000

Telephone (727) 842-9758
Fax (727) 848-2494

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-01/31/00--01112--021
***155.00 - ***155.00

RE: SARASOTA HEALTH GROUP, LLC

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of the Articles of Organization pertaining to the above-captioned limited liability company for filing with your office, together with the Acceptance of Registered Agent.

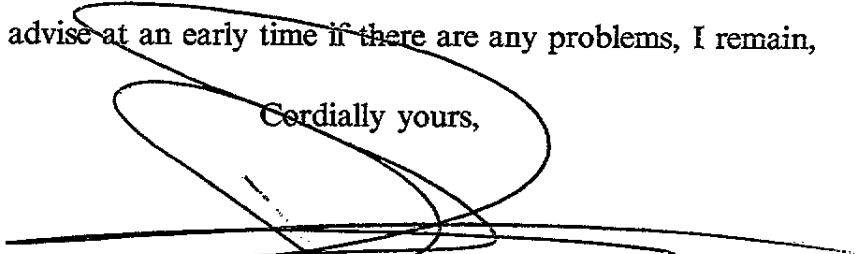
Also enclosed please find a check in the amount of \$155.00 to cover the cost of the following:

| | |
|----------------|--------------|
| Filing Fee | \$125.00 |
| Certified Copy | <u>30.00</u> |
| Total | \$155.00 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Trusting that you will advise at an early time if there are any problems, I remain,

Cordially yours,


DONALD F. KALTENBACH

DFK/gm
Enclosures

**ARTICLES OF ORGANIZATION
OF
SARASOTA HEALTH GROUP, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **SARASOTA HEALTH GROUP, LLC**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company

8445 Cessna Drive
New Port Richey, FL 34654.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

DONALD F. KALTENBACH
8445 Cessna Drive
New Port Richey, FL 34654

ARTICLE V - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members.

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TALLAHASSEE FLORIDA
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ARTICLE VI - MEMBERS' RIGHT TO CONTINUE BUSINESS

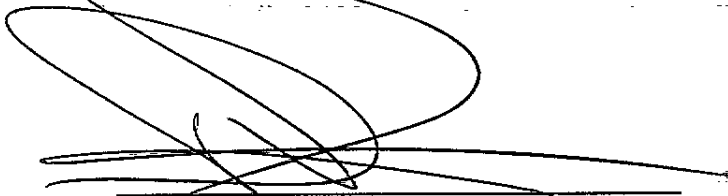
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE VII - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organizations. The name and address of the initial manager of the company is:

DONALD F. KALTENBACH
8445 Cessna Drive
New Port Richey, Fl 34654

IN WITNESS WHEREOF, the undersigned member has made and subscribed these articles of organization at New Port Richey, Florida, on the 28 day of January, 2000.

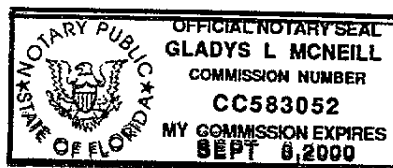


DONALD F. KALTENBACH
Member

Sworn to and subscribed before me this 28 day of January, 2000 by Donald F. Kaltenbach.

Gladys L. McNeill
NOTARY PUBLIC

Personally Known to Me.



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TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

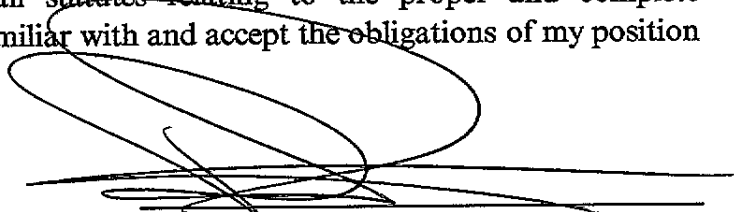
Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

The name of the Limited Liability Company is: **SARASOTA HEALTH GROUP, LLC**

The name and Florida street address of the Registered Agent are:

DONALD F. KALTENBACH
8445 Cessna Drive
New Port Richey, FL 34654

Having been named as Registered Agent and to accept service of process for the above stated 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.



DONALD F. KALTENBACH

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