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LIMITED LIABILITY AMENDMENT

GLADIOLUS SURGERY LAND PARTNERSHIP, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$60.00

AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF ORGANIZATION
OF

GLADIOLUS SURGERY LAND PARTNERSHIP, L.L.C.
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Pursuant to Section 608.411, Florida Statutes, the undersigned, being all of the members and managers of GLADIOLUS SURGERY LAND PARTNERSHIP, L.L.C. (the "Company"), a limited liability company formed under the laws of the State of Florida pursuant to Articles of Organization filed on July 11, 2000, do hereby amend and restate the Articles of Organization of the Company to read as follows:

1. Name. The name of this limited liability company is GLADIOLUS SURGERY LAND PARTNERSHIP, L.L.C., and it shall be formed as a limited liability company under Chapter 608, Florida Statutes.
2. Duration. The Company's existence shall be perpetual.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.
4. Place of Business. The mailing address and street address of the Company's principal office is 1342 Colonial Blvd., Suite C-19, Fort Myers, Florida 33907.
5. Registered Agent and Office. The name of the registered agent of the Company is HUSNI A. CHARARA, D.P.M. The street address of the registered agent of the Company is 1342 Colonial Blvd., Suite C-19, Fort Myers, Florida 33907.
6. Management of the Company. The Company shall be managed by a manager or managers in accordance with the Operating Agreement adopted by the members of the Company and is, therefore, a manager-managed company.
7. Additional Members. Except as otherwise provided in the Operating Agreement adopted by the members of the Company, additional members to the Company may be admitted but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

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9. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

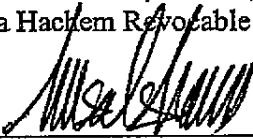
10. Certificated Interests. The members' interests in the Company may be evidenced by certificates as provided in the Operating Agreement adopted by the members of the Company.

11. Transfer of Interest. Except as otherwise provided in the Operating Agreement adopted by the members of the Company, no member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

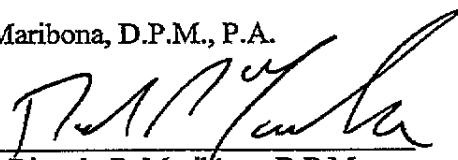
The undersigned executed these Amended and Restated Articles of Organization effective as of the 24th day of October, 2000. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

MEMBERS:

Husni A. Charara, D.P.M., Trustee,
Donia Hachem Revocable Trust

By: 
Name: Husni A. Charara, D.P.M., Trustee

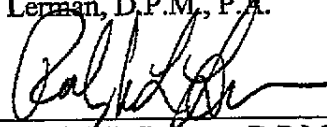
R. P. Maribona, D.P.M., P.A.

By: 
Name: Ricardo P. Maribona, D.P.M.
Its: President

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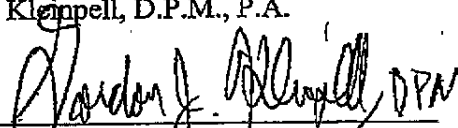
R. L. Lerman, D.P.M., P.A.

By: 

Name: Ralph L. Lerman, D.P.M.

Its: President

G. J. Kleinpell, D.P.M., P.A.

By: 

Name: Gordon J. Kleinpell, D.P.M.

Its: President

J. W. Mina, D.P.M., P.A.

By: 

Name: John W. Mina, D.P.M.

Its: President

Ira A. Zucker, M.D., Trustee, Sherri
Zucker Revocable Trust

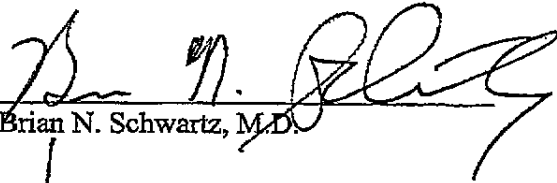
By: 
Name: Ira A. Zucker, M.D., Trustee

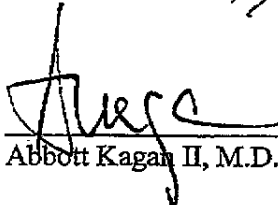
Paletsky Family General Partnership

By: 

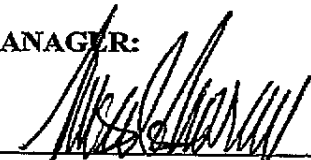
Name: Stephen Paletsky, M.D.

Its: Trustee


Brian N. Schwartz, M.D.


Abbott Kagan II, M.D.


Sheila Kagan

MANAGER:

Husni A. Charara, D.P.M.

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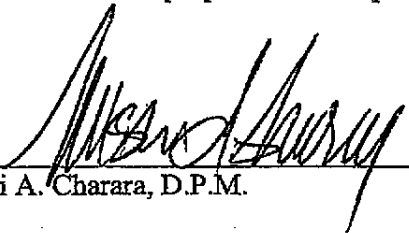
Green Schoenfeld & Kyle

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Husni A. Charara, D.P.M.

Dated: October 24, 2000

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