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March 22, 2001

8/1

Secretary of State
STATE OF FLORIDA

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

00789-00167

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-04/02/01--01145--009
*****87.50 *****87.50

RE: **NAPLES ORTHOPAEDIC INSTITUTE, L.L.C**

W01-7560

Dear Ladies:

In connection with incorporating the captioned limited liability company, enclosed are the following:

1. The original and one (1) copy of the Articles of Organization;
2. The original and one (1) copy of Affidavit;
3. The original and one (1) copy of Certificate of Designation of Registered Agent/Registered Office; and
3. Check in the amount of \$96.25 in payment of the following fees:

Filing of Articles of Org.	52.50
Certificate Designating Registered Agent	<u>35.00</u>

TOTAL \$87.50

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*****37.50 *****37.50

Please file the documents and return a stamped filed copy of the articles in the self-addressed stamped envelope enclosed. If you should have any questions, please do not hesitate to contact me.

Very truly yours,



Katrina E. Nead
Legal Assistant to
Heather Gilchrist

Enclosure

FILED
01 MAY - 1 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 20, 2001

KATRINA E. NEAD
HEATHER GILCHRIST, P.A.
2375 TAMIAMI TRAIL NORTH
NAPLES, FL 34103-4439

SUBJECT: NAPLES ORTHOPAEDIC INSTITUTE, L.L.C.
Ref. Number: W01000007566

We have received your document for NAPLES ORTHOPAEDIC INSTITUTE, L.L.C. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

You must remove Article VI which refers to "Exhibit A".,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 301A00020055



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 2001

KATRINA E. NEAD
HEATHER GILCHRIST, P.A.
2375 TAMiami TRAIL NORTH
NAPLES, FL 34103-4439

SUBJECT: NAPLES ORTHOPAEDIC INSTITUTE, L.L.C.
Ref. Number: W01000007566

We have received your document for NAPLES ORTHOPAEDIC INSTITUTE, L.L.C. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$37.50.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

You must remove Article VI which refers to "Exhibit A".,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 301A00020055

ARTICLES OF ORGANIZATION
OF
NAPLES ORTHOPAEDIC INSTITUTE, L.L.C..

We, the undersigned, do hereby certify that we have associated together for the purpose of forming a limited liability company under the State of Florida.

ARTICLE 1
Name

The name of the limited liability company shall be **NAPLES ORTHOPAEDIC INSTITUTE, L.L.C.**

ARTICLE II
Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

NAPLES ORTHOPAEDIC INSTITUTE, L.L.C.
4435 Dover Court
Unit 702
Naples, Florida 34105

ARTICLE III
Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

ARTICLE IV
Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

FILED
01 MAY - 1 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is H. Morton Bertram III., M.D., 4435 Dover Court, Unit 702, Naples, Florida 34105.

ARTICLE VI
Additional Capital Contributions

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII
Admission of New Members

No additional members shall be admitted to the Company except with the approval of a two-thirds membership interest of the members of the Company and on such terms and conditions as shall be outlined in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless a two-thirds vote of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer, which votes shall be allocated in accordance with their membership interests.

ARTICLE VIII
Termination of Existence

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, on the occurrence of any other event that terminates the continued membership of a member in the Company, or the passage of ten days after the disposition of substantially all of the Company's assets and no other assets are acquired, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member. Notwithstanding the above, the Company shall be dissolved upon the written consent of all the members.

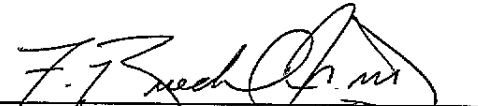
ARTICLE IX
Management

The Company shall be managed by a manager in accordance with an operating agreement

adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial managers of the Company are H. Morton Bertram III, M.D., 4435 Dover Court, Unit 702, Naples, Florida 34105, Frederick Buechel, Jr., 1650 Starpointe Lane, Naples, Florida 34112.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, this 26 day of February, 2001.

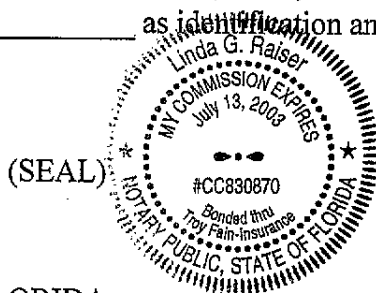

H. MORTON BERTRAM, M.D.

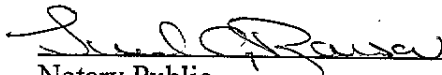

FREDERICK BUECHEL, JR., M.D.

STATE OF FLORIDA

COUNTY OF COLLIER

SWORN TO AND SUBSCRIBED before me, this 26 day of February, 2001
by **H. MORTON BERTRAM, M.D.**, who is personally known to me or who has produced
_____ as identification and who did not take an oath.



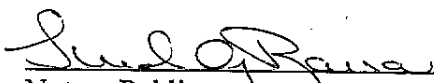

Notary Public
Linda G Raiser
Print, Type, or Stamp Commissioned Name of
Notary

STATE OF FLORIDA

COUNTY OF COLLIER

SWORN TO AND SUBSCRIBED before me, this 26 day of February, 2001
by **FREDERICK BUECHEL, JR., M.D.**, who is personally known to me or who has produced
_____ as identification and who did not take an oath.




Notary Public
Linda G Raiser
Print, Type, or Stamp Commissioned Name of
Notary

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is: **NAPLES ORTHOPAEDIC INSTITUTE,
L.L.C.**

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

H. Morton Bertram, M.D.
4435 Dover Court
Naples, Florida 34105

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.

Dated this 20 day of February, 2001.



H. Morton Bertram, M.D.