

L010000/1638

A. ALBERT AJUBITA 1,2
BRIAN T. LEFTWICH 1,2,3
DOUGLAS L. SALZER 1,2
BYRON ANN COOK 3
WANDA L. THERIOT 1

AJUBITA, LEFTWICH & SALZER
(a limited liability company)
ATTORNEYS AT LAW
SUITE 1950 ENERGY CENTRE
1100 POYDRAS STREET
NEW ORLEANS, LOUISIANA 70163-1950

TELEPHONE (504) 582-2300
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- 1 LL. M. IN TAXATION
- 2 BOARD CERTIFIED
TAX SPECIALIST
- 3 BOARD CERTIFIED
ESTATE PLANNING
AND ADMINISTRATION
SPECIALIST

July 5, 2001

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: SomnoMedics, L.L.C.
Articles of Organization

200004474722--6
-07/13/01--01075--003
****155.00 ****155.00

Dear Sir/Madam:

Enclosed for filing please find the Articles of Organization of SomnoMedics, L.L.C.
Upon filing, please provide the undersigned with a certified copy, along with the letter
acknowledgment.

Our check in the amount of \$155.00 is enclosed.

If you have any questions, please feel free to contact me at your convenience.

Very truly yours,

William A. Neilson /pg

WILLIAM A. NEILSON
Of Counsel to the Firm

WAN:pg

Enclosures

(pg)G:\Peggy\Bay Area Sleep Diagnostic Center, LLC\SomnoMedics, LLC\Correspondence\FL Sec-State.wpd

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01 JUL 13 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I

Name

The name of the Limited Liability Company is:

SomnoMedics, L.L.C.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is:

3802 Ehrlich Road
Suite 307
Tampa, FL 33624

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TALLAHASSEE, FLORIDA

ARTICLE III

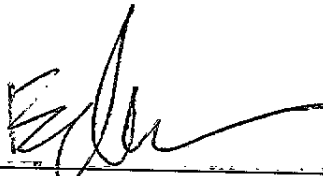
Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Edward J. Killmer
3802 Ehrlich Road
Suite 307
Tampa, FL 33624

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 as provided for in Chapter 608, F.S.

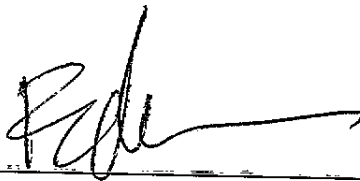


Registered Agent's Signature

ARTICLE IV

Management

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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01 JUL 13 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Killmer

Type or printed name of signee