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LIMITED LIABILITY AMENDMENT

MEDNAP, L.L.C.

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MEDNAP, L.L.C.**

MEDNAP, L.L.C., a Florida Limited Liability Company (the "Company"), was organized on August 26, 2002, by the filing of the original Articles of Organization. The Company desires to amend and restate its Articles of Organization, to read as follows:

ARTICLE I - Name

The name of the Company is MedNAP, L.L.C.

ARTICLE II - Term of Existence

The Company shall have perpetual existence commencing on the date of filing of these Amended and Restated Articles of Organization with the Secretary of the State of the State of Florida.

ARTICLE III - Address

The principal office address and business mailing address of the Company is: 2601 S. Bayshore Drive, 9th Floor, Miami, Florida 33133. The members may from time to time change the street and post office address of the Company, as well as the location of its principal office.

ARTICLE IV - Registered Agent and Office

The street address of the Company's initial registered office is: 2601 S. Bayshore Drive, 9th Floor, Miami, Florida 33133, and the name of its registered agent at such office is Robert D. Sichta.

ARTICLE V - Continuation of Business

The remaining members of the Company have the right to continue the business on the death, resignation, expulsion, bankruptcy, or dissolution of a member or of the occurrence of any event which terminates the continued membership of a member in the Company.

ARTICLE VI - Management

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

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ARTICLE VII - Amendment

The Company reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Organization, or any amendment hereto, in the manner provided by law.

ARTICLE VIII - Rescission

All prior Articles of Organization of the Company shall be superceded and replaced upon the filing of these Amended and Restated Articles of Organization.

ARTICLE VIII - Authorized Representative

The name and address of the person signing these Amended and Restated Articles of Organization of the Company is: Robert Sichra.

The foregoing instrument has been duly executed and is filed in accordance with Section 608.411 of the Florida Statutes.



Authorized Representative

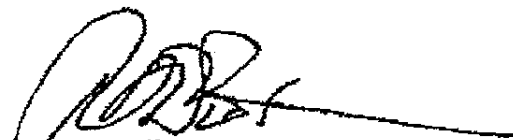
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Amended and Restated Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.



Robert D. Sachs
2601 S. Bayshore Drive, 9th Floor
Miami, Florida 33133
Dated: October 15, 2002

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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