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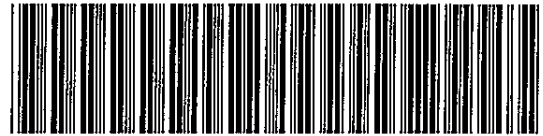
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ATTORNEYS AT LAW

November 14, 2002

Secretary of State  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, Florida 32399

STEVEN C. ALLENDER  
ELINOR E. BAXTER  
JOHN E. BROWN\*  
ALAN F. GONZALEZ, L.L.M.  
H. JACK KLINGENSMITH  
STUART JAY LEVINE  
JOSEPH F. SUMMONTE, JR.  
JAMES E. THOMISON\*\*\*  
JOEL W. WALTERS\*\*\*\*†  
\* Board Certified Real Estate Attorney  
\*\*\* Board Certified Health Law Attorney  
\*\*\*\* Certified Circuit Court Mediator  
† Board Certified Business Litigation Attorney

EMAIL:

Re: Articles of Organization of Munir F. Rizkallah, M.D., L.L.C.

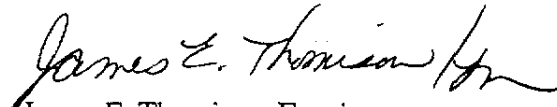
Dear Sir/Madam:

We are enclosing an original and one copy of Articles of Organization including Acceptance of Service as Registered Agent for filing on behalf of the above-referenced corporation. A check in the amount of \$125.00 to cover the filing fees for the Articles and the Acceptance of Service is also enclosed.

Please file the original document and return a file stamped copy to us in the envelope provided.

Thank you for your attention to this matter.

Sincerely yours,

  
James E. Thomison, Esquire

JET/lm  
Enclosures

**ARTICLES OF ORGANIZATION  
OF  
MUNIR F. RIZKALLAH, M.D., L.L.C.**

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

**ARTICLE I - NAME**

The name of this limited liability company shall be:

**MUNIR F. RIZKALLAH, M.D., L.L.C.**

**ARTICLE II - ADDRESS**

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

**3355 Clark Road, Suite 102C  
Sarasota, Florida 34231**

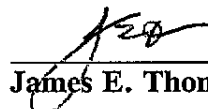
**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE &  
REGISTERED AGENT'S SIGNATURE**

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

**James E. Thomison, Esquire  
1515 Ringling Boulevard, Suite 900  
Sarasota, Florida 34236**

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FLORIDA

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.

  
\_\_\_\_\_  
James E. Thomison

**ARTICLE IV - MANAGEMENT**

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

#### **ARTICLE V – CLASS OF MEMBERS**

The Company shall have two classes of members. One class of members shall be the active, voting members identified as managing members in the operating agreement. The other class of members shall be the passive, non-voting members of the Company. Except as provided for herein or in the regulations or operating agreement of the Company, only the managing members shall have the authority to vote with respect to the active management of the business affairs of the Company. The other passive, non-voting members shall not participate in any way in the management of the Company business.

#### **ARTICLE VI – ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all members (both managing and non-managing) of the Company and upon such terms and conditions as shall be determined by all the members as set forth in the regulations or operating agreement of the Company. A member may transfer his or her interest in the Company as set forth 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 (and unless said member is a voting member as referenced in Article V herein) or become a member unless all the other members of the Company other than the member proposed to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **ARTICLE VII – EFFECTIVE DATE**

The effective date of the Limited Liability Company is to be the day of filing with the Secretary of State.

**IN ACCORDANCE WITH §608.408(3), F.S.**, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
**MUNIR F. RIZKALLAH, M.D.**  
Managing Member