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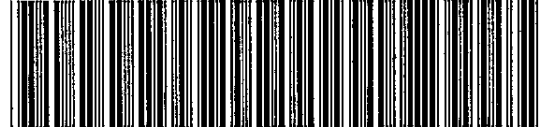
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ATTORNEYS AT LAW

**O'Brien Riemenschneider**

PROFESSIONAL ASSOCIATION

May 5, 2003

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

VIA AIRBORNE EXPRESS

Re: Melbourne Cardiovascular Associates, LLC  
Articles of Organization

Dear Sir/Madam:

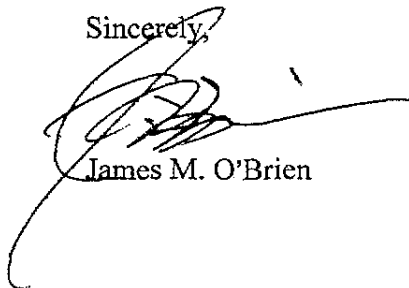
Please find enclosed for filing the Articles of Organization for Melbourne Cardiovascular Associates, LLC, along with a check in the amount of \$155.

Please file the same at your earliest possible convenience.

Upon filing, please furnish this office with a certified copy of the Articles of Organization.

Should you have any questions, please contact my office at your earliest convenience.

Sincerely,



James M. O'Brien

JMO/lg

Enclosures

cc: Melbourne Cardiovascular Associates, LLC

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
MELBOURNE CARDIOVASCULAR ASSOCIATES, LLC

The undersigned, desiring to form a limited liability company, under the laws of the State of Florida, pursuant to Chapter 608, *Florida Statutes*, hereby subscribes to these Articles of Organization:

ARTICLE I  
NAME

The name of this limited liability company (the "Company") is Melbourne Cardiovascular Associates, LLC.

ARTICLE II  
ADDRESS OF PRINCIPAL OFFICE

The street address and the mailing address of the principal office of the Company is 930 S. Harbor City Boulevard, Melbourne, Florida 32901.

ARTICLE III  
DURATION

The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

James M. O'Brien, Esq.  
Florida Bar No. 0516589  
Firm Name: O'Brien Riemenschneider, P.A.  
Address: 1686 West Hibiscus Boulevard  
Melbourne, Florida 32901  
Telephone: 321-728-2800  
Facsimile: 321-728-0002

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ARTICLE IV  
REGISTERED AGENT

The name of the initial Registered Agent of the Company for service of process is James M. O'Brien, Esquire, whose street and mailing address is 1686 West Hibiscus Boulevard, Melbourne, Florida 32901.

ARTICLE V  
PURPOSES

This Company is organized to conduct any lawful business and shall have all of the powers as an individual to do all things necessary to carry out its business and affairs.

ARTICLE VI  
ADDITIONAL MEMBERS

Additional members may be admitted to the Company as provided in the Operating Agreement.

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ARTICLE VII  
RIGHTS TO CONTINUE THE COMPANY

Upon the death, withdrawal, resignation, retirement, expulsion, insanity, bankruptcy or dissolution of any member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall not be dissolved, and the remaining members shall continue the operation of the business of the Company.

James M. O'Brien, Esq.  
Florida Bar No. 0516589  
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ARTICLE VIII  
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested exclusively in the members of the Company.

ARTICLE IX  
MANAGEMENT

The Company shall be a manager-managed company and shall have one (1) or more managers as set forth in the Operating Agreement. The names and address of the initial manager who shall serve until the first annual meeting of members or until their successors are elected and qualified are:

ARTICLE X  
AMENDMENT

These Articles may be amended in the manner provided in the Operating Agreement.

**IN WITNESS WHEREOF**, the undersigned has subscribed these Articles of Organization this 30 day of April, 2003.

Michael F. Lesser, M.D., P.A.

By: \_\_\_\_\_

Michael F. Lesser, President, a member

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James M. O'Brien, Esq.  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, *Florida Statutes*, the following is submitted in compliance with said Act:

FIRST, that Melbourne Cardiovascular Associates, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Organization in the City of Melbourne Beach, County of Brevard, State of Florida, has named James M. O'Brien, 1686 West Hibiscus Boulevard, Melbourne, Florida 32901, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I am familiar with the obligations of a registered agent under Chapter 608, *Florida Statutes*, and I hereby accept to act in this capacity and agree to comply with the provisions of said Chapter relative to keeping open said office.

  
\_\_\_\_\_  
Print Name: James M. O'Brien

James M. O'Brien, Esq.  
Florida Bar No. 0516589  
Firm Name: O'Brien Riemenschneider, P.A.  
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