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August 15, 2003

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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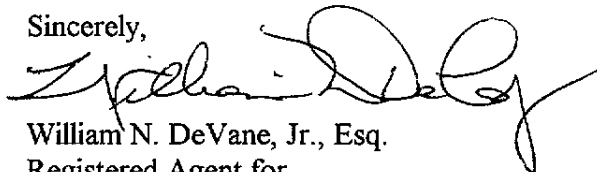
***RE: Articles of Organization and Statement of Registered Agent for Marc F. Matarazzo, M.D., L.L.C.***

Dear Sir/Madam:

Enclosed for filing please find the Articles of Organization and Statement of Registered Agent for Marc F. Matarazzo, M.D., L.L.C. Also enclosed is a check in the amount of \$130.00 for filing fees and a certificate of status.

Thank you for your prompt attention to this matter.

Sincerely,



William N. DeVane, Jr., Esq.  
Registered Agent for  
Marc F. Matarazzo, M.D., L.L.C.

Enc.

**ARTICLES OF ORGANIZATION  
OF  
MARC F. MATARAZZO, M.D., L.L.C.**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I. NAME**

The name of the limited liability company (hereinafter the "Company") shall be **MARC F. MATARAZZO, M.D., L.L.C.**

**ARTICLE II. ADDRESS**

The mailing address and street address of the principal office of the Company is 2 Corrine Place, Key Largo, Florida 33037, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE III. REGISTERED AGENT**

The name and the Florida street address of the initial registered agent are: William N. DeVane, Jr., 5701 Overseas Highway, Suite 12, Marathon, Florida 33050.

**ARTICLE IV. MANAGEMENT**

Management of this limited liability company is reserved to its members.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Marc F. Matarazzo, M.D., L. L. C. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Executed by the undersigned on this 14<sup>th</sup> day of August, 2003.

  
\_\_\_\_\_  
MARC F. MATARAZZO, M.D., Member

FILED  
08/15/03 11:11 AM  
CLERK OF DISTRICT COURT  
JULIA ROSE, CLERK

**STATEMENT OF REGISTERED AGENT FOR  
MARC F. MATARAZZO, M.D., L.L.C.**

STATE OF FLORIDA  
COUNTY OF MONROE

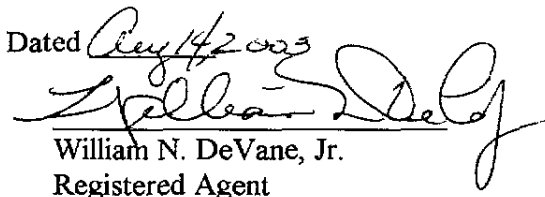
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **MARC F. MATARAZZO, M.D., L.L.C.**

The name of the registered agent for Interhermanas, L.L.C. is **William N. DeVane, Jr., Esq.** and the street address where the agent is located is **5701 Overseas Highway, Suite 12, Marathon, Florida 33050.**

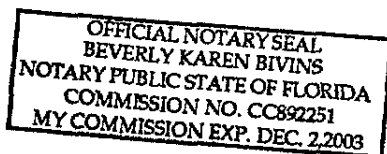
This statement is to acknowledge that, as indicated above, **MARC F. MATARAZZO, M.D., L.L.C.**, has appointed me, **William N. DeVane, Jr.**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered 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 Aug 14, 2003

  
William N. DeVane, Jr.  
Registered Agent

FILED  
AUG 25 PM 11:36  
CLERK OF COURT  
MONROE COUNTY, FLORIDA

The foregoing instrument was acknowledged before me this 14 day of Aug, 2003, by William N. DeVane, Jr., agent on behalf of Marc F. Matarazzo, M.D., L.L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ [type of identification] as identification.



  
Notary Public, State of Florida