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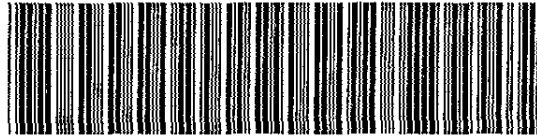
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TALLAHASSEE, FLORIDA

J. BRYAN FEB 20 2004

NUCKOLLS, JOHNSON & BELCHER, P. A.

ATTORNEYS AND COUNSELORS AT LAW

THE TIDEWATER BUILDING

HUGH PAUL NUCKOLLS
KARL L. JOHNSON
W. GUS BELCHER, II

MAILING ADDRESS:
P. O. DRAWER 2199
FORT MYERS, FLORIDA 33902-2199

SUITE 303
1375 JACKSON STREET
FORT MYERS, FLORIDA 33901
(239) 334-3400

February 9, 2004

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of the Articles of Organization
of Gastroenterology for Kids, P.L.

Gentlemen:

Enclosed please find the original and two copies of the
Articles of Organization of Gastroenterology for Kids, P.L.
Also enclosed are my checks totaling \$125.00 to cover the
\$100.00 filing fee and \$25.00 Registered Agent Fee. I do
not desire a certified copy of the Articles.

After the Articles have been filed, please return to me
a copy stamped with the date of filing on same.

If you should have any questions, please do not hesitate
to contact me.

Very truly yours,


W. GUS BELCHER, II

WGB/cl
Enclosures: as stated
K04.1A:Gastro.L

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GASTROENTEROLOGY FOR KIDS, P.L.**

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TALLAHASSEE, FLORIDA

We certify that we have associated ourselves together to be a professional limited liability company under the laws of Florida, providing for the formation, rights, privileges and immunities of professional limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the business of the professional limited liability company.

ARTICLE I

**NAME AND PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS**

The name of this professional limited liability company is GASTROENTEROLOGY FOR KIDS, P.L., and its principal office address and mailing address are 9800 S. Healthpark Drive, Suite 102, Fort Myers, Florida 33908, in Lee County, Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In accordance with the laws of Florida for professional limited liability companies, the general nature of the business is as follows:

1. To engage in the practice of medicine and specialty of pediatric gastroenterology as a professional limited liability company.

2. In general, to carry on all business as a professional limited liability company; to have and exercise the powers conferred by the laws of Florida, and to do all things set forth in these articles to the same extent as a natural person might.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or professional limited liability company carrying on a similar business, pursuant to the provisions of these articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, limited liability company, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the professional limited liability company powers, under the laws of Florida.

Nothing contained in these articles authorizes this professional limited liability company to carry on any business, exercise any power, or do any act which a professional limited liability company may not do under Florida law.

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TALLAHASSEE, FLORIDA

ARTICLE III

EXERCISE OF POWERS

All powers shall be exercised by or under the authority of, and the business and affairs shall be managed under the direction of, the members of this professional limited liability company.

ARTICLE IV

MANAGEMENT

Management of this professional limited liability company is reserved to its members, whose names and addresses are as follows:

Christian Rosioru-Ross, M.D.	Jayshree Ganatra, M.D.
3487 Broadway Avenue	3487 Broadway Avenue
Fort Myers, FL 33901	Fort Myers, FL 33901

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

No person shall be admitted as a member unless such person is a professional corporation, a professional limited liability company, or an individual duly licensed to render the same specific professional services as those for which this limited liability company is organized.

No member shall enter into any type of agreement vesting another person with the authority to exercise any of the member's voting powers in this company.

If any member becomes legally disqualified to render professional services within Florida or accepts employment that places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interest in, this company.

No member may sell or transfer ownership interest in this company except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a member of this company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member the remaining members have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars (\$1,000.00) cash shall be paid to this company by each member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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TALLAHASSEE, FLORIDA

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the company that remain after the payment of the expenses of conducting business. Each member shall be entitled to a distributive share of the profits based on the percentage of ownership of each member. The distributive share of the profits shall be determined and paid to the members as authorized by the members.

(b) Losses. All losses that occur in the operation of the company shall be paid out of the capital of the company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in amounts equal to the percentage of ownership of each member.

ARTICLE VIII

DURATION

This company shall exist until dissolved in the manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this company is 1375 Jackson Street, Suite 303, Fort Myers, Florida 33901, County of Lee, and the name of the company's initial registered agent at that address is W. GUS BELCHER, II, Esquire.

As the original members of this professional limited liability company, we certify that this instrument constitutes the Articles of Organization of GASTROENTEROLOGY FOR KIDS, P.L.

Executed by the undersigned at Fort Myers, Lee County Florida on this 28 day of January, 2004.


CHRISTIAN ROSIORU-ROSS, M.D.


JAYSHREE GANATRA, M.D.

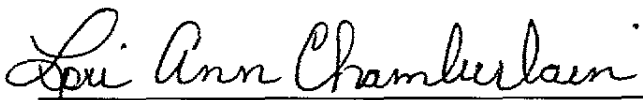
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JAYSHREE GANATRA CORPORATION'S
TALLAHASSEE, FLORIDA

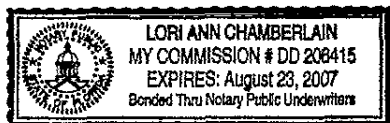
STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared CHRISTIAN ROSIORU-ROSS, M.D., who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28 day of January, 2004.

My commission expires:


NOTARY PUBLIC
Name: Lori Ann Chamberlain



STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared JAYSHREE GANATRA, M.D., who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that she has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28 day of January, 2004.

My commission expires:

Lori Ann Chamberlain

NOTARY PUBLIC
Name: Lori Ann Chamberlain



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JULIA J. OF CORPORATIONS
ALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT
AND OFFICE

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SHUCHEN CORPORATION
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF LEE)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the professional 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 professional limited liability company is GASTROENTEROLOGY FOR KIDS, P.L.

The name of the registered agent for GASTROENTEROLOGY FOR KIDS, P.L. is W. GUS BELCHER, II, Esquire, and the street address of the company's registered office where the agent is located is 1375 Jackson Street, Suite 303, Fort Myers, Florida 33901.

This statement is to acknowledge that, as indicated above, GASTROENTEROLOGY FOR KIDS, P.L., has appointed me, W. GUS BELCHER, II, Esquire, 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 compete

performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 15th day of January, 2004.

W. Gus Belcher II
W. GUS BELCHER, II

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 15th day of January, 2004, by W. GUS BELCHER, II, Esquire, agent on behalf of GASTROENTEROLOGY FOR KIDS, P.L., a professional limited liability company. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC - STATE OF FLORIDA:

Cheryl Leeman
Printed Name: Cheryl Leeman

Affix Seal Below:

