

L04000019277

(Requestor's Name)

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(Address)

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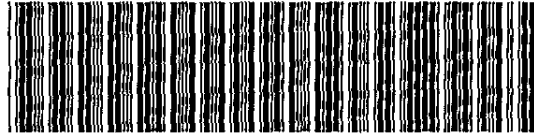
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05 OCT -5 PM 11:09
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SECRETARY OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA
FILED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 635004 81386A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 5, 2005

ORDER TIME : 10:23 AM

ORDER NO. : 635004-005

CUSTOMER NO: 81386A

FILED
05 OCT '05 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ADVANCED CARDIAC MANAGEMENT,
LLC

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris -- EXT# 2937

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ADVANCED CARDIAC MANAGEMENT, LLC**

ADVANCED CARDIAC MANAGEMENT, LLC, a Florida limited liability company (the "Company"), hereby amends and restates in its entirety the Company's Articles of Organization originally filed with the Florida Secretary of State on March 11, 2004, in accordance with Section 608.411 of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Amended and Restated Articles of Organization.

ARTICLE 1

Name

The name of this Company is:

ADVANCED CARDIAC MANAGEMENT, LLC

ARTICLE 2

Purpose

The purposes of this Company are to engage in any lawful activities which may be carried on by a limited liability company under the Act.

ARTICLE 3

Principal Office

The mailing address and the street address of the principal office of this Company is: 3450 E. Fletcher Avenue, Suite 110, Tampa, Florida 33613.

ARTICLE 4

Duration

This Company shall exist for a period commencing as of the date on which the Company's original Articles of Organization were filed with the Florida Secretary of State and continuing indefinitely until dissolved and terminated in accordance with its Operating Agreement.

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TALLAHASSEE, FLORIDA

ARTICLE 5
Management

This Company is a manager-managed limited liability company, managed by Managers appointed by the Members.

ARTICLE 6
Registered Office and Agent

The street address of the registered office of this Company is: 600 S. Magnolia Ave., Suite 100, Tampa, Florida 33606; and the name of the registered agent of this Company at such address is: Robert E. Aylward.

ARTICLE 7
Operating Agreement

A Majority of the Members of this Company have the power to adopt, alter, amend, or repeal its Operating Agreement, which contain provisions for the regulation and management of the affairs and business of this Company.

ARTICLE 8
Amendment

These Amended and Restated Articles of Organization may be amended by a vote of a Majority of the Members of this Company.

The undersigned, being a Member of this limited liability company, hereby certifies that the foregoing constitutes the Amended and Restated Articles of Organization of **ADVANCED CARDIAC MANAGEMENT, LLC**. In accordance with section 608.408(3), Florida Statutes, the execution of these Amended and Restated Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed by the undersigned as of the 20th day of September, 2005.

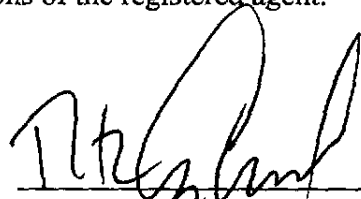


KEVIN L. KLEIN

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **Robert E. Aylward**, having been named as registered agent to accept service of process for the above named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the registered agent.

Dated this 20 day of September, 2005.



ROBERT E. AYLWARD