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(Requestor's Name)

TALAL E. HILAL, M.D.
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1101 N. MAITLAND AVE.
MAITLAND, FL 32751

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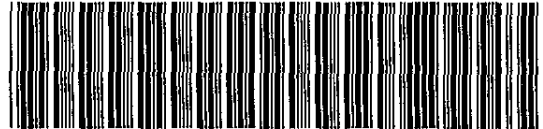
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CENTER FOR ADVANCED GASTROENTEROLOGY, LLC**

The undersigned, pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act and Section 621.051 of the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, being all of the members of Center for Advanced Gastroenterology, LLC, a Florida limited liability company (the "Company"), desire to amend and restate the Articles of Organization of the Company filed with the Florida Department of State on September 17, 2004, in order to effectuate the desire of the undersigned to bring the Company within the provisions of the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

ARTICLE I - NAME

The name of this professional limited liability company is **Center for Advanced Gastroenterology, PLLC**.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 201 N. Maitland, Avenue, Suite #1, Maitland, Florida 32751.

ARTICLE III - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Company is 1101 N. Maitland Avenue, Suite #1, Maitland, Florida 32751, and the name of the registered agent of the Company at that address is Nadia Hilal.

ARTICLE IV - PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the Company are as follows:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through its members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render the same professional services under the laws of the State of Florida.

2. To invest the funds of the Company in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional medical services, as otherwise permitted by the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

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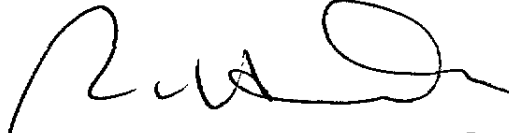
3. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Amended and Restated Articles of Organization or any amendment thereof, necessary or incidental to the protection and benefit of the Company, and in general, either alone or in association with other corporations, companies, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Company.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Company; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Company otherwise permitted by law.

IN WITNESS WHEREOF, the undersigned members of the Company have duly executed these Amended and Restated Articles of Organization on this 18th day of May, 2005.



Talal E. Hilal, M.D., Member



Raouf E. Hilal, M.D., Member

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