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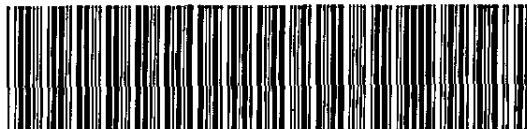
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22405

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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
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February 17, 2005

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

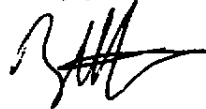
Re: Articles of Organization for The Surgical Group of Orlando, L.L.C.

Gentlemen:

Enclosed is the original and one copy of the Certificate of Conversion and the Articles of Organization for The Surgical Group of Orlando, L.L.C., together with a check for \$180.00 to cover the certificate of conversion fee, filing fee, fee for designation of registered agent and certified copy fee.

Once the Articles of Organization for The Surgical Group of Orlando, L.L.C. have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Michael T. McManus

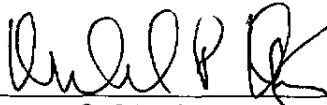
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THE SURGICAL GROUP OF ORLANDO
CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the **attached articles of organization** and this certificate of conversion to convert to a Florida limited liability company:

1. The name of the unincorporated business immediately prior to filing this document was: **THE SURGICAL GROUP OF ORLANDO**
2. The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:
 - A. Date: April 1, 1987
 - B. Jurisdiction: Florida
 - C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: Not Applicable
3. The name of the limited liability company as set forth in the **attached** articles of organization is: **THE SURGICAL GROUP OF ORLANDO, L.L.C.**



Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution
of this document constitutes an affirmation under the penalties of perjury
that the facts stated herein are true.)

Michael P. Kahky, M.D.

Typed or Printed Name of Signee

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
THE SURGICAL GROUP OF ORLANDO, L.L.C.,
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - Name:

The name of the Limited Liability Company is THE SURGICAL GROUP OF ORLANDO, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 31 West Columbia Street, Orlando, Florida 32806.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of execution of these Articles of Organization.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers and the name and address of the initial managers who shall serve until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Michael P. Kahky, M.D.	31 West Columbia Street Orlando, Florida 32806
Marc L. Demers, M.D.	31 West Columbia Street Orlando, Florida 32806
Danelle Kay Chambers, M.D.	31 West Columbia Street Orlando, Florida 32806
Jeffrey R. Smith, M.D.	31 West Columbia Street Orlando, Florida 32806

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ORLANDO, FLORIDA

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be with the affirmative vote of a majority of the Members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be only with the affirmative vote of a majority of the remaining Members.

ARTICLE VII - Initial Registered Office and Registered Agent

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1150 Louisiana Avenue, Suite 4, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is William P. Weatherford, Jr. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Orlando, Florida, this __ day of February, 2005.



Michael P. Kahky, M.D., Authorized Agent

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature: 
William P. Weatherford, Jr.

Date: 2-17-05

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