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THE STEIN LAW GROUP, P.A.

ATTORNEYS AT LAW

HENRY A. STEIN
ROSE M. SHABO

LINDA M. BARSZCZ
(Legal Assistant)

Of Counsel:
DAVID R. CARTER
New Port Richey and Spring Hill, FL
Board Certified Real Estate Lawyer

March 15, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Bay Pediatric Gastroenterology, Hepatology & Nutrition, P.L.

To Whom It May Concern:

Enclosed for filing please find an original and one copy of the Articles of Organization of the above-referenced company, together with a check for the filing fee in the amount of \$125.00.

Kindly date stamp the copy of the Articles and return it to me in the enclosed envelope.

Thank you.

Sincerely,



Henry A. Stein

HAS:lmb
Enclosure

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TALLAHASSEE FLORIDA

1607 DR. M.L. KING, JR. STREET (9th) NORTH
ST. PETERSBURG, FLORIDA 33704
Telephone: 727-894-4333 ■ Facsimile: 727-894-0175
Sender's E-Mail: hstein@steinlawgroup.com

**ARTICLES OF ORGANIZATION
OF
BAY PEDIATRIC GASTROENTEROLOGY,
HEPATOLOGY & NUTRITION, P.L.**

The undersigned hereby forms a Professional Limited Liability Company under Florida Statutes Chapters 608 and 621. The following Articles of Organization are hereby adopted.

**ARTICLE I.
NAME**

The name of the Professional Limited Liability Company shall be BAY PEDIATRIC GASTROENTEROLOGY, HEPATOLOGY & NUTRITION, P.L.

**ARTICLE II.
DURATION; EFFECTIVE DATE**

This Professional Limited Liability Company shall exist perpetually, commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State.

**ARTICLE III.
ADDRESS; PRINCIPAL OFFICE**

The mailing address of the Professional Limited Liability Company and the street address of the principal office of the Professional Limited Liability Company is 2001 Gulf Way, St. Pete Beach, Florida 33706-4139.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Professional Limited Liability Company is 2001 Gulf Way, St. Pete Beach, Florida 33706-4139, and the name of its initial registered agent at such address is L. Julio Reinstein, M.D.

**ARTICLE V.
PURPOSE**

This Professional Limited Liability Company is organized for the following purposes:

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DEPT OF STATE
REGISTERED AGENT

2007 JUN 10

a. To engage in every aspect of the practice of medicine and the performance of services ancillary thereto.

b. To render professional services in connection with the practice of medicine by and through its members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

d. To own real and personal property necessary for the rendering of professional services authorized under these Articles of Organization.

e. To engage in no other business.

f. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the above described purposes, either alone or in association with others, including matters incidental or pertaining to, or connected with such purposes, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI.
RESTRICTIONS ON MEMBERSHIP;
RIGHT TO ADMIT ADDITIONAL MEMBERS

Members must be licensed to practice medicine in the State of Florida. A member's interest in the Professional Limited Liability Company may not be sold or otherwise transferred except to a person licensed to practice medicine in the State of Florida and only in accordance with the provisions of the Operating Agreement of this Professional Limited Liability Company.

ARTICLE VII.
MANAGEMENT

Management of the Professional Limited Liability Company is reserved to its members in accordance with the Operating Agreement of the Professional Limited Liability Company.

ARTICLE VIII.
OPERATING AGREEMENT

The members of the Professional Limited Liability Company shall have the power to adopt, alter, amend, or repeal an Operating Agreement which may contain any provisions for the regulation and management of the affairs of the Professional Limited

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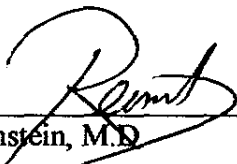
Liability Company that are not inconsistent with applicable law or these Articles of Organization.

ARTICLE IX.
AMENDMENT

These Articles of Organization may be amended in accordance with the Operating Agreement of the Professional Limited Liability Company.

The undersigned, being the initial member of the Professional Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of BAY PEDIATRIC GASTROENTEROLOGY, HEPATOLOGY & NUTRITION, P.L.

Executed: March 7, 2005.



L. Julio Reinstein, M.D.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the above Professional Limited Liability Company and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED: March 7, 2005.



L. Julio Reinstein, M.D.
Registered Agent

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