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GUJJAR M.D., L.L.C.**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

The undersigned, the sole member and managing member of **Gujjar M.D., L.L.C.** (the "Company"), a limited liability company formed July 14, 2005 under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby amends and restates the Articles of Organization pursuant to the requirements of Chapter 608, Florida Statutes, changing the name of the Company to **Caladium Pediatrics, P. L.**, reorganizing the Company as a professional limited liability company under Chapters 608 and 621, Florida Statutes, and changing the registered agent of the Company.

The Articles of Organization for the Company were filed with the Florida Department of State, Division of Corporations, **July 14, 2005**, document number **L05000071172**.

The *Articles of Organization* are hereby entirely amended and restated in accordance with the requirements of Florida Statutes, § 608.411 and § 621.13(2), as follows:

Article 1.**Name**

The name of the Company is: **CALADIUM PEDIATRICS, P. L.**

Article 2.**Purpose**

The Company is organized for the sole and specific purpose of rendering professional services provided by doctors of medicine licensed under Chapters 458 and 459, Florida Statutes, and has as its members only other professional limited liability companies, professional corporations, or individuals who themselves are duly licensed or otherwise legally authorized to render the same professional service as the Company, and may engage in any other activity permitted to be engaged in by a professional limited liability company under Florida law.

Article 3.**Mailing Address**

The mailing address of the Company is:

4510 Caloosa Court
Sebring, FL 33875

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Page 2 of 4**Amended and Restated Articles of Organization**

Article 4.**Effective Date**

The effective date of these Amended and Restated Articles of Organization is the date of filing with the Division of Corporations, Florida Department of State.

Article 5.**Street Address**

The street address of the principal office of the Company is:

4510 Caloosa Court
Sebring, FL 33875

Article 6.**Registered Agent and Office**

The name and street address of the Company's registered agent in the State is:

Anavatti Raghuvveera, MD
4510 Caloosa Court
Sebring, FL 33875

Article 7.**Duration**

The period of duration for the Company is perpetual.

Article 8.**Management**

The Company is a manager-managed company.

Article 9.**Member Disqualification**

Except as otherwise expressly provided in this Article, if a member of this Company who has been rendering professional service to the public becomes legally disqualified to render such professional services or accepts employment that, pursuant to existing law, places restrictions or limitations upon that member's continued rendering of such professional services (each a **Disqualification Event**), that member (the **Disqualified Member**) must sever all employment

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Amended and Restated Articles of Organization

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with, and financial interests in, this Company forthwith. Upon a Disqualification Event, the Disqualified Member's membership interest in this Company is redeemed and cancelled effective as of the occurrence of the Disqualification Event and is not considered outstanding upon and after the Disqualification Event, the Disqualified Member is not entitled to vote or participate in any Company or member action and ceases to be an employee, officer, manager, and member of the Company effective as of the Disqualification Event, and the Disqualified Member's sole right and entitlement is to receive the redemption price (the **Redemption Price**) for the redeemed membership interest (the **Redeemed Interest**). All membership interests in the Company constitute redeemable membership which may be redeemed pursuant to this Article.

A deceased member is a Disqualified Member, and the death of a member constitutes a Disqualification Event, for purposes of this Article.

In the event that by operation of law or pursuant to any requirement of law, including bankruptcy law, or a judicial decree or other court order, award, decision, injunction, judgment, ruling, decree, charge, writ, subpoena or verdict, including in connection with any divorce, equitable or community or marital property distribution relating to the division or partition of property between spouses, this Company is required to recognize any transfer, assignment or other disposition of all or any part of a member's membership interest in the Company to a person who is not eligible to own a membership interest in a professional limited liability company under Chapter 621, Florida Statutes, a Disqualification Event is deemed to have occurred and the membership interest that is affected by that transfer, assignment or other disposition constitutes the Redeemed Interest for purposes of this Article.

The Redemption Price for the Redeemed Interest is the redemption price as determined under Company's operating agreement (within the meaning of §608.402(24), Florida Statutes) as in legal force and effect at the time. If there is no operating agreement in legal force or effect or the operating agreement does not provide for redemption and determination of the Redemption Price, the Redemption Price shall be an amount equal to the pro rata share of the Company's members' equity associated with the Redeemed Interest as reflected on a balance sheet of the Company as of the close of the calendar month immediately preceding the calendar month within which the Disqualification Event occurs, as determined, by this Company's regularly engaged accounting firm, without audit, based on historical cost, employing the accrual method of accounting (regardless of the method of accounting actually used by this Company) and generally accepted accounting principles in the United States but no allowance of any kind shall be made for goodwill, going concern value, or similar intangible asset of this Company.

The Redemption Price for the Redeemed Interest must be paid in accordance with the applicable provisions, if any, of the operating agreement but, if no provision is made in the operating agreement, must be paid in cash within thirty (30) days after the Company first acquires actual knowledge of the Disqualification Event or, if later, within five (5) days after determination of the Redemption Price by the Company's regularly engaged accounting firm.

The foregoing provisions of this Article do not apply if the Disqualified Member is this Company's sole member. In that event, Company must promptly either (i) change its business purpose from the rendering of professional services to provide for any other lawful purpose by amending its articles of organization in the manner required for an original organization under chapter 608, Florida Statutes, whereupon, as provided by §621.13, Florida Statutes, the Company

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is to be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession, or (ii) take such other action as may be required to cause the Company to qualify as a professional limited liability company under Chapter 621, Florida Statutes.

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been duly executed.

Signed as of: Jan. 19th, 2010



ANAVATTI E. RAGHUVVEERA, MD
Member

JAN. 21. 2010 10:57AM

TRENAM ST. PETE

NO. 0130 P. 6/6

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STATEMENT BY REGISTERED AGENT

I hereby accept the appointment as registered agent of **Caladium Pediatrics, P. L.**, (formerly **Gujjar M.D., L.L.C.**), a Florida professional limited liability company. I am familiar with, and accept, the obligations of that position as provided for in Chapters 608 and 621, Florida Statutes.



ANAVATTI L. RAGHUVVEERA, MD
Registered Agent

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