

Aug 31 2005 9:09 AM

GARDNER, WILKES, SHAHEEN

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Division of Corporations

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Florida Department of State
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From:

Account Name : GARDNER, WILKES, SHAHEEN & CANDELORA
Account Number : I20010000158
Phone : (813) 221-8000
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Stuart-Ocala Heart Institute Building, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
STUART-OCALA HEART INSTITUTE BUILDING, L.L.C.**

The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this company is **STUART-OCALA HEART INSTITUTE BUILDING, L.L.C.**

**ARTICLE II
PERIOD OF DURATION**

This company shall commence as of the date these Articles of Organization are filed with the Department of State of the State of Florida and shall exist perpetually thereafter, unless this company is dissolved pursuant to the terms of the operating agreement of this company or by operation of law.

**ARTICLE III
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of this company shall be 1511 S.W. First Avenue, Ocala, Florida 33474.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this company shall be located at 401 East Jackson Street, Suite 2400, Tampa, Florida 33602, and the initial registered agent of this company at such office shall be Merritt A. Gardner.

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

No person may be admitted as an additional member to this company unless each member consents in writing to the admission of the additional member.

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**ARTICLE VI
CONTINUATION OF BUSINESS**

If the managers do not elect to dissolve this company within ninety (90) days after 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 this company, then this company shall not be dissolved by reason of such event, its affairs shall not be wound up, and it shall remain in existence as a limited liability company under the laws of the State of Florida.

**ARTICLE VII
MANAGEMENT OF COMPANY**

This company is to be a manager-managed company. The names and street addresses of the initial managers of this company, who are to serve as managers until their successor or successors are elected and qualify, are:

<u>Name:</u>	<u>Address:</u>
Michael J. Carmichael, M.D.	1511 S.W. First Avenue Ocala, Florida 34474
R. Craig Kuykendall, M.D.	1511 S.W. First Avenue Ocala, Florida 34474
S. Peter Chung, M.D.	1511 S.W. First Avenue Ocala, Florida 34474
John A. Galat, M.D.	1511 S.W. First Avenue Ocala, Florida 34474

**ARTICLE VIII
OPERATING AGREEMENT**

(a) The power to adopt the operating agreement of this company shall be vested in the members of this company. Once adopted, the operating agreement of this company may only be altered, amended or repealed in the manner specified in such agreement.

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(b) The operating agreement of this company shall be for the government of this company and may contain any provisions or requirements for the management or conduct of the affairs and business of this company, provided the same are not inconsistent with the provisions of these Articles of Organization, or contrary to the laws of the State of Florida or of the United States.

**ARTICLE IX
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended at any time by the members of this company.

IN WITNESS WHEREOF, the undersigned authorized representative of a member of this company has executed these Articles of Organization this 31st day of August, 2005.

M. L.

Merritt A. Gardner, Authorized Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of August, 2005, by Merritt A. Gardner. He is personally known to me.

Wendy M. Westphal

Print, Type or

Stamp Name: Wendy M. Westphal

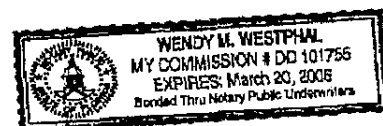
Notary Public, State of Florida

Serial No., if any: _____

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT


MERRITT A. GARDNER, having been named as registered agent to accept service of process for **STUART-OCALA HEART INSTITUTE BUILDING, L.L.C.**, a Florida limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

401 E. Jackson St., Suite 2400
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 31st day of August, 2005.



MERRITT A. GARDNER

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