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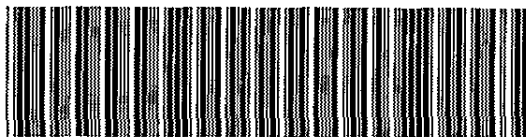
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CONTACT: TRACY SPEAR

DATE: 09/06/06

REF. #: 000650.56974

CORP. NAME: BOCA RATON GASTROENTEROLOGY ASSOCIATES, LLC

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- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 518381 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
BOCA RATON GASTROENTEROLOGY ASSOCIATES, LLC**

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**ARTICLE I
Name**

The name of the Limited Liability Company is Boca Raton Gastroenterology Associates, LLC (the "Company").

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Company is 9970 Central Park Boulevard, Suite 101, Boca Raton, Florida 33428.

**ARTICLE III
Registered Agent**

The name of the Company's registered agent in the State of Florida is Kenneth R. Rosenthal, M.D. and the address of the Company's registered office is 9970 Central Park Boulevard, Suite 101, Boca Raton, Florida 33428.

**ARTICLE IV
Duration**

The period of duration for the Company shall be perpetual.

**ARTICLE V
Management**

The Company is to be a member-managed company and the name and address of the initial member is:

GastroCare, LLP
2902 N. University Drive
Coral Springs, FL 33065

**ARTICLE VI
Admission of Additional Members**

Members shall have the right to admit additional members as provided by the Florida Limited Liability Company Act by a vote of a majority-in-interest of the members.

ARTICLE VII
Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

MEMBER:

GASTROCARE, LLP

By: _____

Name: _____


Title: _____

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Boca Raton Gastroenterology Associates, LLC
2. The address of the registered agent and office is: Kenneth R. Rosenthal, M.D., 9970 Central Park Boulevard, Suite 101, Boca Raton, Florida 33428.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the obligations of my position as a registered agent.



KENNETH R. ROSENTHAL, M.D.