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INTELLECTUAL PROPERTY ATTORNEYS

March 6, 2013

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Villages Endoscopy & Surgical Center, L.L.C.
Amended and Restated Articles of Organization and request for Certified Copy

To Whom It May Concern:

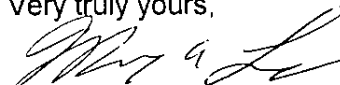
Enclosed for filing are original Amended and Restated Articles of Organization for Villages Endoscopy & Surgical Center. Also enclosed is our check for \$55.00 which covers the \$25.00 amendment fee as well as an additional \$30.00 for a certified copy.

Please send the requested certified copy to:

Stephen D. Milbrath, Esq.
Allen, Dyer, Doppelt, Milbrath & Gilchrist, P.A.
P.O. Box 3791
Orlando, FL 32802-3791

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Mary A. Leavy
Legal Assistant to Stephen D. Milbrath

/ml
Enc.

Orlando Office (Main)
255 South Orange Ave.
Suite 1401
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www.addmg.com

**Amended and Restated Articles of Organization
For
Villages Endoscopy & Surgical Center, L.L.C.**

FILED
13 MAR -7 AM 7:13
NOTARIAL PUBLIC
STATE OF FLORIDA

Villages Endoscopy & Surgical Center, LLC, a Florida LLC, whose original Articles of Organization were filed April 3, 2007, hereby files this Amended and Restated Articles of Organization pursuant to Section 608.411, Fla. Stat., which Amended and Restated Articles of Organization shall be effective as of the date of the filing hereof with the Secretary of State:

Article I

The name of the Limited Liability Company is:

VILLAGES ENDOSCOPY & SURGICAL CENTER, L.L.C.

Article II

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

10900 S.E. 174TH PLACE
SUMMERFIELD, FL. 34491

The mailing address of the Limited Liability Company is:

10900 S.E. 174TH PLACE
SUMMERFIELD, FL. 34491

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS

Article IV

The name and Florida street address of the registered agent is:

MUNI PADMAN M.D.
601 E. DIXIE AVE., SUITE #1
LEESBURG, FL. 34748

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in 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 and accept the obligations of my position as registered agent.

Registered Agent Signature: MUNI PADMAN, M.D.

Article V [amended]

The name and address of the managing members/managers are:

Title: Member Manger
MUNI PADMAN M.D.
c/o 10900 S.E. 174th Place
Summerfield, Fl. 34491

Member Manager
Nehme Gabriel, M.D.
c/o 10900 S.E. 174th Place
Summerfield, Fl. 34491

Member Manager
Soundarapandian Baskar, M.D.
c/o 100900 S.E. 174th Place
Summerfield, Fl. 34491

Member Manager
Lalbahadur Nagabhairu, M.D.
c/o 100900 S.E. 174th Place
Summerfield, Fl. 34491

Article VI [amended]

The effective date for this Limited Liability Company shall be:

04/03/2007

Signatures of member or an authorized representative of a member

Signature: Muni Padman, M.D.

Signature: Hehme Gabriel, M.D.

Signature: Soundarapandian Baskar. M.D.

Article VII [new]

The overall management and control of the business and affairs of the Company shall be vested in its members. Except as otherwise provided in the Operating Agreement executed by the members on May 24, 2007, any and all actions of the Company shall require the vote of members holding a majority interest (51%) in the Company.

Article VIII [new]

A member may be involuntarily removed from the Company for any of the following:

- (1) Acts or omissions to act by the member which constitute a breach of the member's fiduciary duty to the Company;
- (2) Acts or omissions to act which are unfairly competitive with the business of the Company and which are causing the Company to lose business or patients as a result of such unfairly competitive conduct, including but not limited to preferentially referring patients to surgical clinics other than the surgical clinic owned by the Company in which the member has a direct or indirect interest;
- (3) Directly or indirectly steering business or patients away from the Company and to the benefit of other competing surgical centers in which the member has an interest, directly or indirectly, to the detriment of the Company;
- (4) Acts of self-dealing or unjust enrichment to the detriment of the Company;
- (5) Referring or causing to refer patients to competing surgical centers in which the member has an interest, directly or indirectly;
- (6) Acting to undermine the business of the Company to the Company's detriment;
- (7) Engaging in a conflict of interest in violation of Chapter 608, Florida Statutes, or violating a duty of care to the Company required by law; or
- (8) Violating the rules and regulations duly adopted by the Company at a meeting of the members; or
- (9) Engaging in behavior which, in the judgment of the majority in interest of the Company, discredits the reputation or credibility of the Company or unfairly competes with the Company to the Company's injury.

Article IX [new]


Not less than ten (10) days prior to any vote to remove a member, the other members who seek the member's removal shall cause a notice to be issued to the member in

question, advising such member that they shall bring to a vote of the members of the Company a motion to remove such member at a special meeting called for such purpose on not less than ten (10) days notice. The notice shall state the reasons for the intended removal. The notice shall also give the member in question a good faith opportunity to cure the deficiencies in performance, if such deficiencies are curable. If the member in question completes a cure within the ten day notice period, the motion pending before the members for removal shall be withdrawn. However, if the deficiency is incurable or if the member in question has not cured the deficiency, an affirmative vote by at least fifty-one (51) percent of the members in interest shall be sufficient to remove the member in question. A removed member shall no longer be entitled to exercise any rights, powers or privileges of a member, and his or her interest in the Company shall then be considered redeemed by the Company, effective as of the date of the affirmative vote for such member's removal.

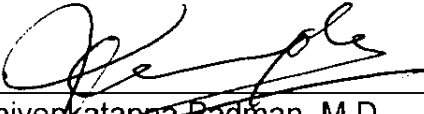
Article X [new]

Upon the affirmative vote of the majority in interest of greater than fifty-one (51) percent for removal of a member, the remaining members shall cause a prompt preparation of financial statements for the Company as of the end of the month in which the resolution for removal is passed. The removed member shall receive, in exchange for his or her interest in the Company, the Removal Compensation Amount, which shall be paid within one year of the effective date of the member's removal. The term "Removal Compensation Amount" is herein defined as 100% of the removed member's capital account. Should the Company fail to perform upon its obligations under this section to make payments when due, in addition to any other remedies such member shall possess, the Company shall be liable to the removed member for interest upon the amount of any deficiency at the rate of ten percent (10%) per annum (compounded annually), computed from the date that the deficiency payment was due.


Dated and approved this ^{March 2013} 5 day of _____ at a properly noticed special meeting of the members, which is the effective date hereof.

 3/5/13

Nehme Gabriel, M.D.



Munivenkatappa Padman, M.D.
March 5/13



Soundarapandian Baskar, M.D.

3.5.2013