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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**NORTHWEST FLORIDA HEART GROUP MANAGEMENT SERVICES, L**

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ARTICLES OF ORGANIZATION  
OF  
NORTHWEST FLORIDA HEART GROUP MANAGEMENT SERVICES, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Section 808 of the Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company.

ARTICLE I  
NAME

The name of the limited liability company, hereinafter referred to in these Articles as "Company," is NORTHWEST FLORIDA HEART GROUP MANAGEMENT SERVICES, LLC.

ARTICLE II  
ADDRESS

The Company's street address of its principal place of business in Florida is 8333 North Davis Highway, 4<sup>th</sup> Floor, Pensacola, Florida 32514 and its mailing address is P.O. Box 11339, Pensacola, Florida 32524, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE III  
MANAGEMENT

The business of the Company shall be managed by the members.

ARTICLE IV  
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE V  
POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

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ARTICLE VI  
AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

  
David Miles, Authorized Representative

Dated: 12/18/07

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered agent and registered office in the State of Florida.

1. The name of the limited liability company is NORTHWEST FLORIDA HEART GROUP MANAGEMENT SERVICES, LLC.
2. The name and street address of the registered agent and registered office are: David Miles at 8333 North Davis Highway, 4<sup>th</sup> Floor, Pensacola, Florida 32514.

NORTHWEST FLORIDA HEART  
GROUP MANAGEMENT SERVICES,  
LLC  
David Miles  
Its: Authorized Representative

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.

Dated: 12/18, 2007.  
David Miles  
Registered Agent

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