



THE UNITED STATES  
CORPORATION  
COMPANY

L98000000467

ACCOUNT NO. : 072100000032

REFERENCE : 778663 4369500

AUTHORIZATION :

*Patricia Piguth*

COST LIMIT : \$ 337.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 13 PM 1:53

ORDER DATE : April 13, 1998

ORDER TIME : 10:36 AM

ORDER NO. : 778663-005

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant  
MCDERMOTT, WILL & EMERY

400002486574--9

201 South Biscayne Boulevard  
22nd Floor  
Miami, FL 33131-4335

DOMESTIC FILING

NAME: CENTER FOR DIGESTIVE HEALTH  
& PAIN MANAGEMENT, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

7

APR 13 PM 1:14  
DIVISION OF CORPORATIONS

4/13/98

**ARTICLES OF ORGANIZATION**  
**OF**  
**CENTER FOR DIGESTIVE HEALTH & PAIN MANAGEMENT, L.C.**

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**ARTICLE I - NAME**

The name of this limited liability company is **CENTER FOR DIGESTIVE HEALTH & PAIN MANAGEMENT, L.C.** (the "Company").

**ARTICLE II - DURATION**

The Company shall exist from the date of filing these Articles of Organization with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members of the Company (the "Members").

**ARTICLE III - MAILING ADDRESS AND STREET ADDRESS**

The mailing address and street address of the Company is 12700 Creekside Lane, Suite 202, Fort Myers, Florida 33919.

**ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Corporation Service Company, and the street address of the initial registered agent of the Company is 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS**

Additional members to the Company may be admitted, but only if all the current Members agree to the admission of the additional members and to the terms of admission.

**ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS**

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

**ARTICLE VII - MANAGEMENT OF THE COMPANY**

The Company shall be managed by not less than two (2) managers (the "Managers"). The following is a list of the names and addresses of the two (2) individuals who shall initially serve as Managers of the Company until the first annual meeting of the Members or until their successors are elected and qualify:

<u>Name</u>	<u>Address</u>
Mukund Kini, M.D.	12700 Creekside Lane Suite 202 Ft. Myers, Florida 33919
David Peck	2255 Glades Road Suite 416A Boca Raton, Florida 33431

Thereafter, the Managers shall be elected annually as provided in the Company's regulations ("Regulations").

**ARTICLE VIII - REGULATIONS**

The Members shall have the power to adopt, alter, amend, or repeal the Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

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IN WITNESS WHEREOF, the undersigned, being all of the original Members of the Company, have executed these Articles of Organization, this 8<sup>th</sup> day of April, 1998.

CENTER FOR DIGESTIVE HEALTH, INC., a  
Florida corporation, Member

By: [Signature]  
Print Name: Mukund Kini, M.D.  
Title: President

[Corporate Seal]

STATE OF FLORIDA )  
COUNTY OF LEE ) SS:

BEFORE ME, the undersigned authority, personally appeared Mukund Kini, M.D., as the President of CENTER FOR DIGESTIVE HEALTH, INC., a Florida corporation, who after first being duly sworn, acknowledged that he executed before me the foregoing instrument on behalf of said corporation for the purposes therein expressed. He is personally known to me or produced as identification.

WITNESS my hand and official seal in the State of Florida this 8<sup>th</sup> day of April, 1998.

[Signature]  
Print Name: Guy E. Whitesman  
NOTARY PUBLIC, State of Florida

My Commission Expires:



GUY E. WHITESMAN  
MY COMMISSION # CC393645 EXPIRES  
August 14, 1998  
BONDED THRU TROY FAIN INSURANCE, INC.

OMNA ASC, INC., a Florida  
corporation, Member

By: [Signature]  
Print Name: David Peck  
Title: President

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[Corporate Seal]

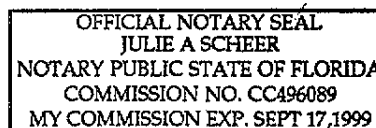
STATE OF FLORIDA )  
                              ) SS:  
COUNTY OF Palm Beach )

BEFORE ME, the undersigned authority, personally  
appeared DAVID PECK, as a/the President of OMNA ASC,  
INC., a Florida corporation, who after first being duly sworn,  
acknowledged that he executed before me the foregoing instrument  
on behalf of said corporation for the purposes therein expressed.  
He is personally known to me or produced \_\_\_\_\_ as  
identification.

WITNESS my hand and official seal in the State of  
Florida this 8 day of April, 1998.

[Signature]  
Print Name: JULIE A. SCHEER  
NOTARY PUBLIC, State of Florida

My Commission Expires: September 17, 1999



**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned Member of CENTER FOR DIGESTIVE HEALTH & PAIN MANAGEMENT, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the Members is \$300.00. The property other than cash contributed by the Members is described as None and the agreed value thereof is \$0.00.
3. The total amount of cash or property anticipated to be contributed by the Members is \$300.00. This total amount includes the amount from 2 above.

CENTER FOR DIGESTIVE HEALTH, INC., a  
Florida corporation, Member

By: *M. K. Kini*

Print Name: Mukund Kini, M.D.

Title: President

[Corporate Seal]

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF LEE )

BEFORE ME, the undersigned authority, personally appeared Mukund Kini, M.D., as the President of CENTER FOR DIGESTIVE HEALTH, INC., a Florida corporation, who after first being duly sworn, acknowledged that he executed before me the foregoing instrument on behalf of said corporation for the purposes therein expressed. He is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the State of Florida this 8<sup>th</sup> day of April, 1998.

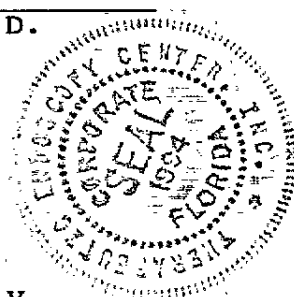
*G. E. Whitesand*  
Print Name: Guy E. Whitesand  
NOTARY PUBLIC, State of Florida

My Commission Expires:



GUY E. WHITESAND  
COMMISSION # CC393645 EXPIRES  
August 14, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

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

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PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:  
CENTER FOR DIGESTIVE HEALTH & PAIN MANAGEMENT, L.C.
2. The name and address of the registered agent and  
office is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

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.

Corporation Service Company,  
Registered Agent

By: Karen B. Rozar

Print Name:

Title: Karen B. Rozar, As Its Agent

Dated: April 13, 1998