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TALLAHASSEE, FLORIDA

LIMITED LIABILITY AMENDMENT

2096 EAST OCEAN BOULEVARD, L.C.

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changing registered agent + address

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**FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
2096 EAST OCEAN BOULEVARD, L.C.**

The date of filing of the original Articles of Organization of 2096 East Ocean Boulevard, L.C. with the Florida Department of State is May 14, 1998. These Restated and Amended Articles of Organization of 2096 East Ocean Boulevard, L.C. have been duly authorized and executed and are being filed with the Florida Department of State in accordance with Florida Statutes §§608.411 and 608.416.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under Chapter 608 of the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

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TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the Limited Liability Company, hereinafter referred to as "Company," shall be 2096 East Ocean Boulevard, L.C.

ARTICLE II

Address

The mailing address will be 21 Southeast Harbor Point Drive, Stuart, Florida 34996. The principal place of business shall be 2096 East Ocean Boulevard, Stuart, Florida 34996, County of Martin, State of Florida, but the Company shall have the power and authority to establish branch offices at such place or places as may be designated by the managing members (hereinafter, the "Managing Members") of the Company.

Philip M. Sprinkle II, Esquire
Florida Bar Number 0724890
777 South Flagler Drive, Suite 900, East Tower
West Palm Beach, Florida 33401
Telephone (561) 659-5990

ARTICLE III

Duration

The Company shall exist in perpetuity, or until sooner dissolved in a manner provided by law, or as provided in a written agreement among the members.

ARTICLE IV

Management

The Company is to be managed by the members and the names and addresses of the Managing Members are as follows:

Robert O. Baratta, M.D.
21 Southeast Harbor Point Drive
Stuart, Florida 34996

Surgery Center of Stuart, Inc.
21 Southeast Harbor Point Drive
Stuart, Florida 34996

ARTICLE V

Restrictions on Membership

New members may be admitted to the Company by consent of either of the Managing Members.

A member's interest in the Company may not be sold or otherwise transferred except pursuant to a written agreement among the Company and all of the members

ARTICLE VI

Members Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, the remaining members shall have such right to continue the business as is set forth in a written agreement among the Company and all of the members.

ARTICLE VII

Capital Contributions

Capital contributions in the amount of \$1,640,000.00 cash or kind shall be paid to the Company by the members in such amounts as the Managing Members shall determine.

Additional contributions may be made as required for investment purposes, as determined by the Managing Members.

ARTICLE VIII

Purposes and Powers

The general nature of the business to be transacted and which the Company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the Company, shall be as follows.

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this Company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts

5. To exercise all or any of the Company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. Each purpose and power shall be regarded as an independent purpose and power

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do

ARTICLE IX


Registered Office and Agent

The address of the registered office of the limited liability company is 777 South Flagler Drive, Suite 900, East Tower, West Palm Beach, Florida 33401, County of Palm Beach, State of Florida, and the name of its registered agent at such address is Philip M. Sprinkle, II.

The undersigned, being the original and current members of the Company, hereby certify that the foregoing constitutes the First Amended and Restated Articles of Incorporation of 2096 East Ocean Boulevard, L.C.

Executed by the undersigned in Martin County, Florida on the 3rd day of November, 1998.


Robert O. Baratta, M.D.


Robert O. Baratta, M.D. as President of
Surgery Center of Stuart, Inc.

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TALLAHASSEE, FLORIDA

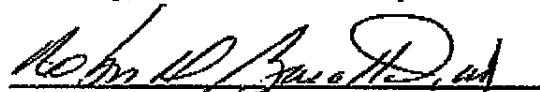
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**CHANGE OF REGISTERED AGENT
AND
REGISTERED OFFICE
OF
2096 EAST OCEAN BOULEVARD, L.C.**

The date of filing of the initial registered agent and the initial registered office of 2096 East Ocean Boulevard, L.C. (hereinafter referred to as the "Company") together with the original Articles of Organization of the Company with the Florida Department of State is May 14, 1998. This Change of Registered Agent and Registered Office of the Company has been duly authorized pursuant to the Company's regulations, has been duly executed and is being filed with the Florida Department of State in accordance with Florida Statutes §§608.408 and 608.416.

1. Name. The name of the Company is 2096 East Ocean Boulevard, L.C.
2. Current Registered Office. The street address of the Company's current registered office is 2100 Southeast Ocean Boulevard, Suite 103, Stuart, Florida 34996, County of Martin, State of Florida.
3. Change of Registered Office. The street address of the new registered office of the Company is 777 South Flagler Drive, Suite 900, East Tower, West Palm Beach, Florida 33401, County of Palm Beach, State of Florida.
4. Change of Registered Agent. The new registered agent of the Company is Philip M. Sprinkle, II.

Executed by the undersigned in Martin County, Florida on the 3rd day of November, 1998.


Robert O. Baratta, M.D. as President of
Surgery Center of Stuart, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO APPOINTMENT

AS

REGISTERED AGENT

Having been named registered agent for 2096 East Ocean Boulevard, L C at the designated registered office, the undersigned hereby accepts that appointment, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said registered office.



Philip M. Spicchio, II
Registered Agent

Dated: November 3, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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