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Henderson, Frank

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FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A. ACCT#: 075410002172
CONTACT: KAREN S LABORDE
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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HTR, L.L.C.

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the following Amended and Restated Articles of Organization of HTR, L.L.C., a Florida limited liability company, whose original Articles of Organization were filed on July 29, 1998, are hereby adopted:

ARTICLE I - NAME

The name of this limited liability company is HTR, L.L.C. (the "Company").

ARTICLE II - DURATION AND CONTINUATION OF BUSINESS

The Company shall exist from the date of filing these Articles of Organization with the Department of State and shall be dissolved upon the occurrence of any one or more of the following events: (a) December 31, 2028; (b) the unanimous written consent of the members; (c) the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, unless the remaining members consent and elect to continue the business of the Company; (d) the happening of any other event that makes it unlawful, impossible, or impractical to carry on the business of the Company; (e) any event which causes there to be only one member; or (f) the occurrence of any other event specified in Florida Statutes Section 608.441, as the same may be amended from time to time, or any corresponding provision of succeeding law.

ARTICLE III - MAILING ADDRESS AND STREET ADDRESS

The mailing address and street address of the principal office of the Company is:

12051 World Plaza Lane, Suite 51
Fort Myers, Florida 33907-8108

Prepared by: Thomas P. Clark, Esquire
Florida Bar Number: 0510114
1715 Monroe Street
Fort Myers, Florida 33901
(941) 334-4121

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ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and the street address of the registered agent of the Company are as follows:

Name**Address**

Thomas E. Teufel, M.D.

12051 World Plaza Lane, Suite 51
Fort Myers, Florida 33907-8108**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS**

Except as otherwise provided in the regulations of the Company, additional members may be admitted to the Company, but only if all of the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE VI - MANAGEMENT OF THE COMPANY

The management of the Company is reserved to the members. The names and addresses of the managing members of the Company are as follows:

Name**Address**

William N. Harwin, M.D.

12051 World Plaza Lane, Suite 51
Fort Myers, Florida 33907-8108

Thomas E. Teufel, M.D.

12051 World Plaza Lane, Suite 51
Fort Myers, Florida 33907-8108

James A. Reeves, Jr., M.D.

12051 World Plaza Lane, Suite 51
Fort Myers, Florida 33907-8108**ARTICLE VII - REGULATIONS**

The power to adopt, alter, amend, or repeal the regulations of the Company, whether in whole or in part, shall be vested in the members.

ARTICLE VIII - AMENDMENT

The power to alter, amend, or repeal these Articles of Organization, whether in whole or in part, shall be vested in the members.

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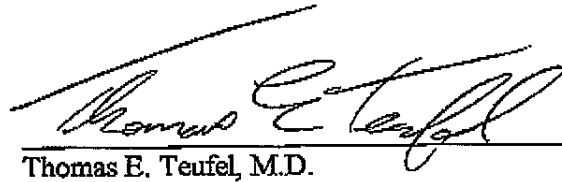
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The foregoing Amended and Restated Articles of Organization were duly adopted by the unanimous written consent of the members on December 14, 1998. Furthermore, the foregoing have been duly executed and are being filed in accordance with Section 608.411 of the Florida Limited Liability Company Act.

In Affirmation Whereof, and under penalties of perjury, the undersigned hereby executes these Amended and Restated Articles of Organization as a Member on the 14th day of December, 1998.


Thomas E. Teufel, M.D.

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