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LIMITED LIABILITY COMPANY

Reorganized Surgery Center, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 24, 1999

J. ANDREW HAGAN, ESQ.
FOLEY & LARDNER
111 N ORANGE AVENUE, STE 1800
ORLANDO, FL 32801

SUBJECT: REORGANIZED SURGERY CENTER, L.L.C.
REF: W99000007131

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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Diane Cushing
Corporate Specialist

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ARTICLES OF ORGANIZATION

Of

REORGANIZED SURGERY CENTER, L.L.C.
(a Florida limited liability company)

The undersigned, acting as organizer of a limited liability company under the Limited Liability Company Act of the State of Florida, hereby adopts the following Articles of Organization for such limited liability company.

1. The name of the limited liability company is: **REORGANIZED SURGERY CENTER, L.L.C.**
2. The mailing address and street address of the principal office of the limited liability company is: 160 Boston Avenue, Altamonte Springs, FL 32701
3. The period of duration for the limited liability company shall be perpetual.
4. The limited liability company is to be managed by a manager and the name and address of such manager who is to serve as manager is the:

Florida Eye Clinic Ambulatory Surgical Center, Inc.
160 Boston Avenue
Altamonte Springs, FL 32701

5. Additional members shall be admitted at the discretion of the Manager and on the terms and conditions established by the Manager.

6. The name and address of the registered agent and office of the limited liability company is:

F & L Corp.
The Greenleaf Building
Third Floor, 200 Laura Street
Jacksonville, Florida 32201-0240

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TALLAHASSEE, FLORIDA

Prepared by:

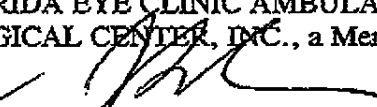
J. Andrew Hagan, Esq.
Foley & Lardner
111 N Orange Avenue, Ste 1800
Orlando, FL 32801
Telephone: 407/423-7656
Bar #: 973343

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7. Upon a dissolution event set forth in Section 608.441(1)(c), Florida Statutes, the limited liability company shall continue its business unless the members owning a majority of the Class A Units elect to terminate the business of the limited liability company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of REORGANIZED SURGERY CENTER, L.L.C., this 24th day of March, 1999, on behalf of the parties who shall be its members.

FLORIDA EYE CLINIC AMBULATORY
SURGICAL CENTER, INC., a Member

By: 
Name: John L. Isler, M.D.
Title: President

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Prepared by: J. Andrew Hagan, Esq.
Foley & Lardner
111 N Orange Avenue, Ste 1800
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Telephone: 407/423-7656
Bar #: 973343

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **REORGANIZED SURGERY CENTER, L.L.C.**, deposes and says:

- 1) The above named limited liability company has at least one member
- 2) The total amount of cash contributed by the member(s) is \$ 5,000.00
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ -
A description of the property is attached and made a part hereto.
- 4) The amount of cash or property anticipated to be contributed by member(s) is \$ -
- 5) The total amounts of 2,3, and 4 is \$ 5,000.00

**FLORIDA EYE CLINIC AMBULATORY
SURGICAL CENTER, INC., a Member**

By: [Signature]
 Name: John L. Lester, President
 Title:

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

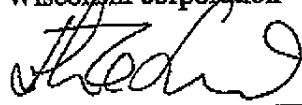
PURSUANT TO THE PROVISION OF SECTION 608.415 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the limited liability company is: **REORGANIZED SURGERY CENTER, L.L.C.**
- 2) The name and address of the registered agent and office is:

F & L Corp.
 The Greenleaf Building
 Third Floor, 200 Laura Street
 Jacksonville, Florida 32201-0240

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

F & L Corp.
 a Wisconsin corporation



John A. Sanders, As Agent and
 Authorized Signatory

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