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LIMITED LIABILITY COMPANY

Melbourne Cardiology Associates, LC

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ARTICLES OF ORGANIZATION
OF
MELBOURNE CARDIOLOGY ASSOCIATES, L.C.

The undersigned, desiring to form a limited liability company, under the laws of the State of Florida, pursuant to Chapter 608, Fla. Stat., hereby subscribes to these Articles of Organization:

ARTICLE I- NAME

The name of this limited liability company ("Company") is MELBOURNE CARDIOLOGY ASSOCIATES, L.C.

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The street address and the mailing address of the principal office of the Company is 1305 South Hickory Street, Melbourne, Florida 32901.

ARTICLE III - DURATION

The duration of this Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE IV
REGISTERED AGENT

The name of the initial Registered Agent of the Company is John R. Kancilia, Esquire, whose street and mailing address is 1686 West Hibiscus Blvd., Melbourne, Florida 32901.

ARTICLE V - PURPOSES

This Company is organized to conduct any lawful business and shall have all of the powers as an individual to do all things necessary to carry out its business and affairs.

John R. Kancilia, Esq.
Florida Bar No. 381195
O'Brien, Riemenschneider, Kancilia & Lemonidis, P.A.
1686 W. Hibiscus Blvd.
Melbourne, FL 32901
(407) 728-2800/FAX(407) 728-0002

**ARTICLE VI
ADDITIONAL MEMBERS**

Additional members may be admitted to the Company only if approved unanimously by the Company membership.

The terms and conditions of the admission of new members shall be determined by the vote of the members above described at the time of the admission.

**ARTICLE VII
RIGHTS TO CONTINUE COMPANY AFTER DISSOLUTION**

Upon the death, withdrawal, resignation, retirement, expulsion, insanity, bankruptcy or dissolution of any member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved, unless all other remaining members elect unanimously within ninety (90) days thereafter to continue the operation of the business of the Company.

**ARTICLE VIII
REGULATIONS**

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested exclusively in the members of the Company. Regulations may be altered or amended only by the unanimous vote or consent of the members.

**ARTICLE IX
MANAGEMENT**

The Company shall be managed by the members. Voting rights of the members shall be specified in the regulations of the Company. The initial members who will be managing members are Atlantic CardioNet, P.A., a Florida professional service corporation, whose address is 1305 South Hickory Street, Melbourne, Florida 32901, Melbourne Internal Medicine Associates, P.A., a Florida professional service corporation, whose address is 200 East Sheridan Avenue, Melbourne, Florida 32901 and Physicians Building Development Corporation, a Florida corporation, whose address is 930 South Harbor City Boulevard, Melbourne, Florida 32901.

Audit No. (((H99000017848 5)))

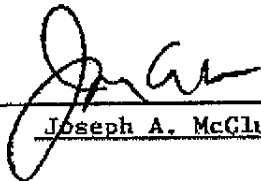
ARTICLE X
AMENDMENT

These Articles may be amended only by the unanimous vote of the members.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Organization
this 14th day of July, 1999.

MELBOURNE CARDIOLOGY
ASSOCIATES, L.C.,

By: Melbourne Internal Medicine Associates,
P.A., a Florida professional service
corporation

By: 
Joseph A. McClure, M.D., Director

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that MELBOURNE CARDIOLOGY ASSOCIATES, L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Organization in the City of Melbourne, County of Brevard, State of Florida, has named JOHN R. KANCILIA, ESQUIRE, 1686 West Hibiscus Blvd., Melbourne, FL 32901 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JOHN R. KANCILIA, ESQ.

AFFIDAVIT

The undersigned, upon oath, does depose and say:

1. I am the president of Melbourne Internal Medicine Associates, P.A., a Florida professional service corporation, which is an initial member of Melbourne Cardiology Associates, L.C. I subscribed to the Articles of Organization of Melbourne Cardiology Associates, L.C.

2. Melbourne Cardiology Associates, L.C. has at least one (1) member.

3. The members have contributed three hundred dollars (\$300.00) in cash as an initial capital contribution and have contributed no other property to Melbourne Cardiology Associates, L.C.

4. The additional amount anticipated to be contributed by all members is zero dollars (\$0.00), in addition to the amount set forth in paragraph 3 above. The total amount anticipated to be contributed is three hundred dollars (\$300.00).

Joseph A. McClure

Joseph A. McClure MD, Director
Melbourne Internal Medicine Associates, P.A.,
Member of Melbourne Cardiology Associates,
L.C.

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was sworn to and subscribed before me this 14th day of July, 1999
by Joseph A. McClure.

Sheila K. Phillips

Signature of Notary Public, State of Florida
Sheila K. Phillips

(Printed or Typed Name of Notary)

Personally Known OR Produced Identification _____
Type of Identification Produced: _____

Sheila K Phillips
My Commission CC732967
Expires April 12, 2002

