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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**

**SOUTH FLORIDA ANESTHESIA GROUP, PL**

FILED  
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## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted July 25, 2006 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

### Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: South Florida Anesthesia Group, PL  
Old Name:

The Corporation is being formed for the practice of anesthesiology and all other activities permitted under applicable law.

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on July 19, 2006.

### Article III. Address

The Company's street and mailing address is:

South Florida Anesthesia Group, PL  
808 Brickell Key Drive  
STE 2008  
Miami FL 33131

### Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Juan P. Ros Carretero  
808 Brickell Key Drive  
STE 2008  
Miami FL 33131

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a manager-managed company. The name of each manager is:

JUAN P. ROS CARRETERO

808 Brickell Key Drive STE 2008 Miami FL 33131

FERNANDO RIVABEM

808 Brickell Key Drive STE 2008 Miami FL 33131

RUDY GOMEZ

808 Brickell Key Drive STE 2008 Miami FL 33131

ORLANDO GARCIA

808 Brickell Key Drive STE 2008 Miami FL 33131

Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

South Florida Anesthesia Group, PL

By: 

Name: Elena S. Davila

Title: Vice President

Date: July 25, 2006

Corporate Creations International Inc.

941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

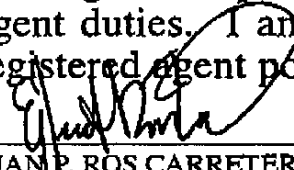
**CORPORATION:**

**South Florida Anesthesia Group, PL**

**REGISTERED AGENT/OFFICE:**

**Juan P. Ros Carretero  
808 Brickell Key Drive  
STE 2008  
Miami FL 33131**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
JUAN P. ROS CARRETERO  
by E.S. Davila as attorney-in-fact

**Date: July 25, 2006**

**Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
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