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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ALLIANCE HEALTH HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
OF
ALLIANCE HEALTH HOLDINGS, LLC**

The undersigned, desiring to form a limited liability company (hereinafter the "Company") under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for the Company:

**ARTICLE I
NAME**

The name of the Company is **ALLIANCE HEALTH HOLDINGS, LLC.**

**ARTICLE II
ADDRESS**

The mailing address and principal business address of the Company is 20885 NE 30th Place, Aventura, Florida 33180.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 1000 Lincoln Road Suite 208, Miami Beach, Florida 33139, and the name of the initial registered agent of the Company at that address is **WISS & KRIMSHEIN, P.A.**

**ARTICLE IV
DURATION AND EFFECTIVE DATE**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The period of the Company's duration shall be perpetual, unless the Company is dissolved earlier pursuant to the provisions of the Regulations of the Act.

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ARTICLE V
MANAGEMENT OF COMPANY

Management of the Company shall be vested in the Managers and it is, therefore, a manager-managed company. Dr. Asya Miklulinsky and Ambulatory Management Services, LLP is appointed to be the initial managers of the Company.

ARTICLE VI
NO LIABILITY UNDER JUDGMENT, DECREE OR ORDER OF DEBTS OF THE LIMITED LIABILITY COMPANY

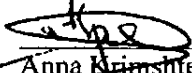
Neither the Members of the Company nor the Managers or Officers of the Company shall be liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

ARTICLE VII
INDEMNIFICATION

The Company shall indemnify all Members, Managers, officers, employees and agents to fullest extent of the law pursuant to Florida Statute §608.4363.

Any indemnification made, unless pursuant to a determination by a court, shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member, Manager, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct. Independent legal counsel selected by the Members by majority vote shall make such determination.

IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set his hand and seal this 17th day of January, 2007.



Anna Krimshtein
Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of this position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 17th day of January, 2007.

Wiss & Krimshtein, P.A.


By: Anna Krimshtein