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FLORIDA/FOREIGN LIMITED LIABILITY CO.

TREASURE COAST PALLIATIVE CARE, LLC

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**ARTICLES OF ORGANIZATION
OF
TREASURE COAST PALLIATIVE CARE, LLC**

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I

Name

The name of the limited liability company is Treasure Coast Palliative Care, LLC.

ARTICLE II

Principle Office and Mailing Address

The principal office and mailing address of the Company is 1201 SE Indian Street, Stuart, Florida 34997.

ARTICLE III

Initial Registered Agent and Office

The name and street address of the initial registered office of the Company is

M. Lanning Fox
Fox, Wackeen, Dungey, Beard,
Sobel, Bush & McCluskey, LLP
3473 SE Willoughby Boulevard
Stuart, Florida 34994

ARTICLE IV

Divisional Status for Tax Purposes and Exemption

For purposes of (1) tax reporting to the Internal Revenue Service, (2) Chapter 220 of the Florida Statutes in connection with the state corporate income tax provisions and (3) the clinical licensure exemption provisions of Florida Statutes Section 400.9905, the Company shall be disregarded as an entity separate from its sole Member, the Company's operations shall be treated as a branch or division of its sole Member, and the Company shall derive its tax exempt status from and through its sole Member, which is an organization that is exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described, and designated as such, in Section 501(c)(3) of the Internal Revenue Code, and which shall include, in such Member's own annual information returns, information pertaining to the finances and operations of the

Company. For all other purposes, including but not limited to any other state corporate laws, each of the Company and the sole Member shall be deemed separate entities.

ARTICLE V

Effective Date

The effective date of filing these Articles of Organization shall be October 1, 2008.

Dated this 1 day of October, 2008.

By: 
Name: M. Lanning Fox
Title: Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been named a registered agent and to accept service of process for Treasure Coast Palliative Care, LLC, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 1st day of October, 2008.

REGISTERED AGENT:

A handwritten signature in black ink, appearing to read 'M. Lanning Fox', written over a horizontal line.

Name: M. Lanning Fox