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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

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-12/09/97--01066--004  
\*\*\*\*285.00

CORPORATION(S) NAME

Medagon, L.C.

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97 DEC -9 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**ARTICLE I - Name**

The name of the Limited Liability Company is:

Medagen, L.C.

**ARTICLE II - Address**

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is/are:

c/o Joseph N. Kiefer  
1395 South Pinellas Avenue  
Tarpon Springs, Florida 34689

**ARTICLE III - Duration**

The period of duration for the Limited Liability Company shall be:

Perpetual

**ARTICLE IV - Management**

*(check and complete the appropriate statement)*

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

David J. O'Neil  
1395 South Pinellas Avenue  
Tarpon Springs, Florida 34689

Dr. Thomas E. Carson  
1259 South Pinellas Avenue  
Tarpon Springs, Florida 34689

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

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**ARTICLE V - Registered Agent**

The name and street address of the initial registered agent of the Limited Liability Company is:

David J. O'Neil  
1395 South Pinellas Avenue  
Tarpon Springs, Florida 34689

**ARTICLE VI - Registered Office**

The street address of the initial registered office of the Limited Liability Company is:

1395 South Pinellas Avenue  
Tarpon Springs, Florida 34689

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**\*ARTICLE VII - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: in exchange for cash or other property in an amount to be agreed upon by the members at such time.

**\*ARTICLE VIII - Members' Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be: to continue the business upon the consent of the remaining members.

12/01/97  
(Date)

David J. O'Neil  
(Signature of Member or the Authorized Representative of a Member)

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

David J. O'Neil  
(Signature)  
David J. O'Neil

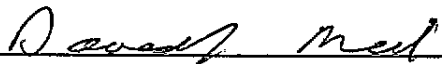
12/01/97  
(Date)

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Medagen, L.C. \_\_\_\_\_ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100,000.00. This total includes amounts from 2 and 3 above.

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\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 608.402(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILING FEE: \$ 250 for Articles of Organization and Affidavit

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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TALLAHASSEE FLORIDA

1. The name of the limited liability company is: \_\_\_\_\_  
Medagen, L.C.

2. The name and address of the registered agent and office is:

David J. O'Neil  
\_\_\_\_\_  
(Name)  
1395 South Pinellas Avenue  
\_\_\_\_\_  
(P.O. Box not acceptable)  
Tarpon Springs, Florida 34689  
\_\_\_\_\_  
(City/State/Zip)

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

David J. O'Neil  
David J. O'Neil (Signature)

12/01/97  
(Date)

**FILING FEE: \$ 35 for Designation of Registered Agent**