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BRANNEN, STILLWELL & PERRIN, P.A.

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CLARK A. STILLWELL  
DONALD F. PERRIN\*\*  
KEVIN K. DIXON  
DENISE A. LYN

\*OF COUNSEL  
\*\*BOARD CERTIFIED IN REAL ESTATE

August 31, 1999

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320 HIGHWAY 41 SOUTH  
INVERNESS, FLORIDA 34450

Mailing Address:  
POST OFFICE BOX 250  
INVERNESS, FLORIDA 34451-0250

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

200002976642--3  
-09/02/99-01029-013  
\*\*\*\*630.00 \*\*\*\*630.00

Re: Urosearch of Florida, L.C.

Gentlemen:

Enclosed is an original and one copy of the Articles of Organization, Certificate of Designation of Registered Agent/Registered and Statement Designating Registered Agent and Office along with check, payable to the Department of State, in the amount of \$630.00 which represents \$595.00 for the Articles and \$35.00 for the Registered Agent.

Please process and forward the Articles of Organization for Urosearch of Florida, L.C. to the undersigned at the address shown.

Your prompt attention is appreciated.

Very truly yours,

BRANNEN, STILLWELL & PERRIN, P.A.

By:   
Kevin K. Dixon

KKD/lh

encl.

cc: Urosearch of Florida, L.C.

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**ARTICLES OF ORGANIZATION OF**  
**UROSEARCH OF FLORIDA, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be UROSEARCH OF FLORIDA, L.C., and its principal office shall be located at 609 W. Highlands Boulevard, in the City of Inverness, County of Citrus, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company shall be 609 W. Highlands Boulevard, Inverness, Florida 34452.

**ARTICLE II**  
**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop,

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improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV MANAGEMENT**

This limited liability company shall be managed by two (2) managers. The name and address of the persons who shall serve until a successor is elected and qualified is as follows:

Dr. Thomas Stringer  
609 West Highlands Boulevard  
Inverness, Florida 34450

and

Dr. Paresh Desai

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609 West Highlands Boulevard  
Inverness, Florida 34450

## **ARTICLE V MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## **ARTICLE VI CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$5000.00 cash shall be paid to the limited liability company by the 17 ( ) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

## **ARTICLE VII PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits according to their pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations. The distributive share of the profits shall be determined and paid to the members as soon as practicable after the close of each fiscal year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business according to each members pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations.

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**ARTICLE VIII  
DURATION**

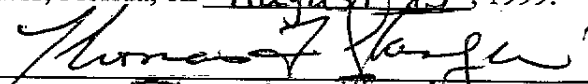
This limited liability company shall have perpetual existence, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 320 Highway 41 South, City of Inverness, County of Citrus, State of Florida, and the name of the company's initial registered agent at that address is Kevin K. Dixon.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Urosearch of Florida, L.C.

Executed by the undersigned at Inverness, Florida, on August 13, 1999.

  
Print Name: THOMAS H. STENGER

  
Print Name: Paresh G. Desai, M.D.

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

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

1. The name of the limited liability company is: Urosearch of Florida, L. C.

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

Kevin K. Dixon, Esq.

(Name)

320 Highway 41 South


(P.O. Box NOT Acceptable)

Inverness, Florida 34450

(City/State/Zip)

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*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.*

  
(Signature)

8-26-99  
(Date)

**Filing Fee: \$35 for Designation of Registered Agent**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

State of Florida

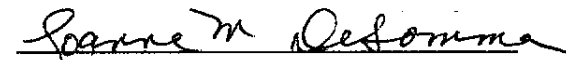
County of Citrus

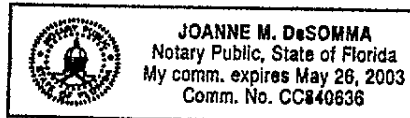
In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of Urosearch of Florida, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$10,000.00.
3. The total amount of cash and property anticipated to be contributed by the members is \$75,000.00.

  
THOMAS F. STRINGER

The foregoing instrument was acknowledged before me this 30 day of Aug, 1999 by Thomas F. Stringer, member on behalf of Urosearch of Florida, L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary  
My Commission Expires: \_\_\_\_\_



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