

06/30/2005 17:38 FAX

Division of Corporations

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Page 1 of 1

Florida Department of State
Division of Corporations
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2005 JUL -1 A 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : DUANE MORRIS & HECKSCHER, LLP
Account Number : T19990000059
Phone : (305) 960-2220
Fax Number : (305) 960-2201

LIMITED LIABILITY COMPANY

CareNext of Florida, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
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((H05000161047 3)))

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**ARTICLES OF ORGANIZATION
OF
CARENEXT OF FLORIDA, LLC**

2005 JUL -1 A 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes.

ARTICLE I: NAME

The name of this limited liability company is **CareNext of Florida, LLC** (the "Company").

ARTICLE II: ADDRESS OF COMPANY

The mailing address of the Company is:

**2500 Westchester Avenue
4th Floor
Purchase, New York 10577**

The street address of the principal office is:

**2500 Westchester Avenue
4th Floor
Purchase, New York 10577**

ARTICLE III: REGISTERED AGENT

The name and address of the registered agent of the Company are:

**Miles L. Plaskett
200 South Biscayne Boulevard
Suite 3400
Miami, Florida 33131-2397**

(((H05000161047 3)))

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ARTICLE IV: MANAGEMENT OF THE COMPANY

2005 JUL -1 A 9:42

The Company will be a member – managed company.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the initial Managing Member is as follows:

Title:

Managing Member ("MGRM"):

Name and Address:CareNext, LLC
2500 Westchester Avenue
4th Floor
Purchase, New York 10577

ARTICLE V: INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The undersigned authorized representative has executed these Articles of Organization effective as of June 30, 2005.



Print Name: Miles L. Plaskett

In accordance with section 608.408 (3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true

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ACCEPTANCE BY REGISTERED AGENT

2005 JUL -1 A 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, Florida Statute.



Miles L. Plaskett, As Registered Agent