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AUTHORIZATION :

*Patricia Pugh*

COST LIMIT : \$ 155

ORDER DATE : January 10, 2000

ORDER TIME : 11:47 AM

ORDER NO. : 545883-005

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CUSTOMER NO: 5674A

CUSTOMER: Robert C. Burke, Jr., Esq  
KIMPTON BURKE & WHITE  
KIMPTON BURKE & WHITE  
Suite 100  
28059 U.s. Highway 19, North  
Clearwater, FL 33761

DOMESTIC FILING

NAME: INNOVATION MEDICAL, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

08 JAN 10 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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08 JAN 10 PM 12:18  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE FILINGS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**INNOVATION MEDICAL, 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 **INNOVATION MEDICAL, INC.**, and its principal office shall be located at 1033 Royal Birkdale Drive, Tarpon Springs, Florida 34689, 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 company shall be the same as the principal address.

**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.

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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, 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 others incidental or pertaining to, or going 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 now 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.

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**ARTICLE IV.**  
**MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Maxson Associates, Inc.  
1033 Royal Birkdale Drive  
Tarpon Springs, FL 34689

S. Walker Associates, Inc.  
5679 Bayview Drive  
Seminole, FL 33772

**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.

Reference is made to the Subscription Agreement between the members and the controlling shareholders of such members dated July 23, 1998 inclusive of but not limited to Sections 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, and 21, all dealing with membership restrictions and corresponding trigger events such as lifetime desire of sale voluntary or involuntary, death, disability, and otherwise. The provisions of the Subscription Agreement inclusive of but not limited to the specific provisions as referenced above are incorporated herein by reference as if fully set out herein and shall be binding and controlling upon the parties.

**ARTICLE VI.**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of Two Hundred and No/100 (\$200.00) Dollars cash shall be paid to the limited liability company by the two (2) 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.

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**ARTICLE VII.**

**PROFITS AND LOSSES**

1. **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 an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on or before the filing of the limited liability company's federal income tax return in respect of the profits from the preceding taxable year.

Correspondingly, and in the calculation of such net profits, as a deduction from gross revenues, compensation as paid to the respective members shall be as determined pursuant to the referenced Subscription Agreement dated July 23, 1998 and in particularity Sections 10c and 10d thereof (creating a non-equal distribution of compensation for a three-year period with the first year being deemed to begin September 20, 1999).

2. **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, or, if these sources are insufficient to cover such losses, by the members in the same proportion as compensation (unequal for a three-year period beginning September 20, 1999, and then equally thereafter).

**ARTICLE VIII.**

**DURATION**

This limited liability company shall exist for a period of forty (40) years, or such shorter time 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 1033 Royal Birkdale Drive, Tarpon Springs, Florida 34689, and the name of the company's initial registered agent at that address is Christopher C. Maxson.

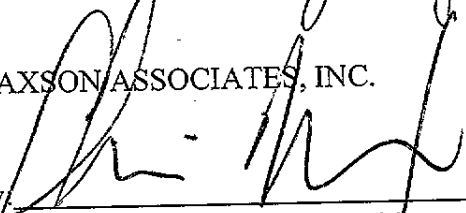
The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of INNOVATION MEDICAL, L.C.

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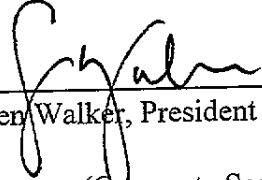
Executed by the undersigned at Clearwater, Florida, on the 7th day of January

MAXSON ASSOCIATES, INC.

By:   
Christopher C. Maxson, President

(Corporate Seal)

S. WALKER ASSOCIATES, INC.

By:   
Steven Walker, President

(Corporate Seal)

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AND  
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TALLAHASSEE, FLORIDA

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA  
COUNTY OF PINELLAS

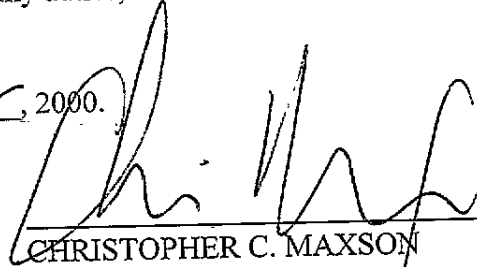
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **INNOVATION MEDICAL, L.C.**

The name of the registered agent for INNOVATION MEDICAL, L.C. is Christopher C. Maxson and the street address of the company's principal office where the agent is located is 1033 Royal Birkdale Drive, Tarpon Springs, Florida 34689.

This statement is to acknowledge that, as indicated above, INNOVATION MEDICAL, L.C. has appointed me, Christopher C. Maxson, as its registered agent to accept service of process for the company at the place designated above in this certificate. I 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 my position as registered agent.

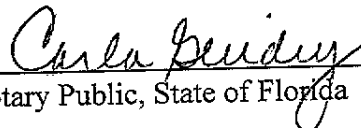
Dated this 7th day of January, 2000.

  
CHRISTOPHER C. MAXSON

The foregoing instrument was acknowledged before me this 7th day of January, 2000, by CHRISTOPHER C. MAXSON, agent on behalf of INNOVATION MEDICAL, L.C., a limited liability company. He is  personally known to me or ( ) has produced a Florida driver's license as identification.



Carla Guidry  
MY COMMISSION # CC765268 EXPIRES  
September 3, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public, State of Florida  
Name: \_\_\_\_\_  
Serial No: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

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TALLAHASSEE FLORIDA  
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