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**Articles of Organization
for
PRIMARY HEALTH ESSENTIALS, LLC**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, does hereby make, acknowledge, and file the following Articles of Organization:

1. Name of Company. The name of the limited liability company (which is referred to herein as the "Company") being formed by these Articles of Organization shall be: **PRIMARY HEALTH ESSENTIALS, LLC**
2. Classes or Groups of Membership in the Company. The Company is authorized to issue two classes of membership interests in the Company, designated as "Class A-1000 voting interests" and "Class A-9000 non-voting interests." The holders of the Class A-1000 voting interests shall have exclusive voting rights on all matters. The holders of the Class A-9000 non-voting interests shall have no right to vote, no right to participate in the management of the Company, and no right to elect any manager. Any operating agreement of the Company may re-name the classes of membership interests as designated above in this paragraph.

Any operating agreement of the Company may provide for classes or groups of members having such relative rights, powers, and duties as the manager(s) may provide, and may make provision for the future creation of additional classes or groups of members having such relative rights, powers and duties as may from time to time be established, including rights, powers, and duties senior to existing classes and groups of members. Any operating agreement of the Company may provide that any member or class or group of members shall have no voting rights, no management rights and no right to elect managers.
3. Operating Agreement. The power to adopt, alter, amend or repeal any operating agreement of the Company shall be vested in the manager(s) provided that such power be in compliance with the laws of Florida governing a limited liability company.
4. Admission of New Members. No additional members shall be admitted to the Company except with the unanimous written consent of the manager(s) of the Company and only upon such terms and conditions as shall be determined by the manager(s), in its sole discretion. A member may transfer its interest in the Company only as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the manager(s) of the Company shall first approve of the proposed transfer by unanimous written consent.
5. Duration of Company. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization or as required by law.

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- 6. Termination of Company Existence. The Company shall not be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company.
- 7. Manager-Managed Company. The Company shall have a board of managers consisting of at least one person or company. The number of managers may be increased or decreased from time to time by a resolution of the majority of the members of the Company holding Class A-1000 voting interests, but shall never be less than one. The Company shall be a manager-managed company and shall be managed by one or more managers in accordance with the operating agreement adopted by the manager(s) for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the operation, regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is:

Rafael P. Perez
2511 Ponce de Leon Boulevard
Fifth Floor
Coral Gables, Florida 33134

- 8. Informal Member Action. Any action that may be taken at a meeting of members of the Company may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the requisite number of members entitled to vote upon such action and same is submitted to the Company for filing as part of the Company records.
- 9. Informal Manager Action. Any action that may be taken at a meeting of managers of the Company may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the requisite number of managers entitled to vote upon such action and same is submitted to the Company for filing as part of the Company records.
- 10. Indemnification. The Company may indemnify any member, manager, officer or director, or any former member, manager, officer or director in the manner set out and provided for in the operating agreement of the Company.
- 11. Organizing Member. The name and address of the organizing Member is as follows:

Rafael P. Perez
2511 Ponce de Leon Boulevard
Fifth Floor
Coral Gables, Florida 33134

- 12. Company Address. The initial mailing address and street address of the principal office of the Company is:

2511 Ponce de Leon Boulevard
Fifth Floor
Coral Gables, Florida 33134

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- 13. Registered Agent. The name and street address of the Company's initial registered agent is:

Rafael P. Perez
2511 Ponce de Leon Boulevard
Fifth Floor
Coral Gables, Florida 33134

The undersigned, 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 Statutes.

By: *Rafael Perez*
Rafael P. Perez

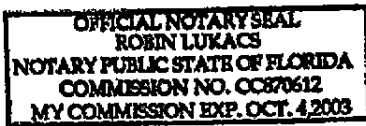
- 14. Effective Date of Company Existence. The Company's effective date of existence shall be June 23, 2000.

The undersigned, as organizing member of the Company, has executed these Articles of Organization in the State of Florida, on June 23, 2000.

By: *Rafael Perez*
Rafael P. Perez

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The preceding or attached instrument was acknowledged before me on June 23, 2000, by Rafael P. Perez, who is personally known to me.



[Signature]
 Signature of Notary Public
ROBIN LUKACS
 Print or Type Name of Notary Public

Place notary seal and commission expiration stamp above this line.

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