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Division of Corporations

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Division of Corporations
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LIMITED LIABILITY COMPANY

PALMER CLINIC ON THE KEY, LLC

Certificate of Status	0
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Page Count	03
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**ARTICLES OF ORGANIZATION
OF
PALMER CLINIC ON THE KEY, LLC**

I, the undersigned, hereby make, subscribe and acknowledge these Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida.

1. **NAME:** The name of the company shall be **PALMER CLINIC ON THE KEY, LLC**, and shall be hereinafter referred to as the "Company".

2. **DURATION:** The period of duration of the Company shall be 30 years from the date of the issuance of a Certificate of Organization by the State of Florida.

3. **PRINCIPAL OFFICE:** The address of the principal office of the Company is 24 W. Enid Dr., Suite C, Key Biscayne, FL 33149.

4. **REGISTERED AGENT AND OFFICE:** The name of the registered agent of the Company within the State of Florida shall be Luis F. De La Cruz, Jr., whose street address is 241 Sevilla Ave. Ste. 805, Coral Gables, FL 33134.

5. **MEMBERS:** This limited liability company shall have two (2) members whose names and addresses are as follows:

5.1 **ROGER F. PALMER, MD.**, 24 W. Enid Dr., Suite C, Key Biscayne, FL 33149.

5.2 **NELIDA PALMER**, 24 W. Enid Dr., Suite C, Key Biscayne, FL 33149.

No additional members shall be admitted unless all members of the Company, (including all additional members other than original members) shall unanimously agree, and on such terms and conditions as shall they agree unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this Company, shall terminate the Company, unless the remaining members shall unanimously agree to continue the business of the Company, in which event, the Company shall not so terminate.

Luis F. De La Cruz, Jr.,
241 Sevilla Ave., Ste. 805
Coral Gables, FL 33134
305/446-0100
FL Bar No.: 278459

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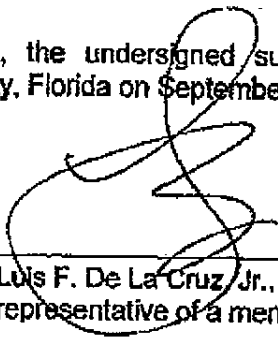
6. **MANAGEMENT:** The management of the Company is reserved to the members of the Company. The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members of the Company.

The names and addresses of the managing members of the Company are:

6.2 **ROGER F. PALMER, MD.,**
24 W. Enid Dr., Suite C
Key Biscayne, FL 33149.

6.3 **NELIDA PALMER, 24 W. Enid Dr., Suite C, Key Biscayne, FL 33149.**

IN WITNESS WHEREOF, the undersigned subscribes to these Articles of Organization in Miami-Dade County, Florida on September 19, 2000.



Lois F. De La Cruz Jr., as authorized
representative of a member.

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TALLAHASSEE FLORIDA

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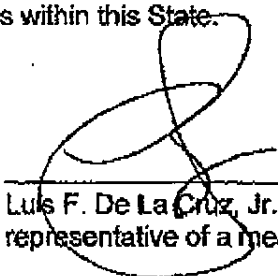
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

PALMER CLINIC ON THE KEY, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named **Luis F. De La Cruz, Jr.**, located at **241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134** as Registered Resident Agent to accept Service of Process within this State.

September 19, 2000.



Luis F. De La Cruz, Jr., as authorized
representative of a member.

Having been named to accept Service of Process for the above-stated limited liability company at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

September 19, 2000.



Luis F. De La Cruz, Jr.
(Registered Resident Agent)

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