



THE UNITED STATES  
CORPORATION  
COMPANY

010000004262

ACCOUNT NO. : 072100000032

REFERENCE : 083877 11758A

AUTHORIZATION

COST LIMIT : \$155.00

ORDER DATE : March 20, 2001

ORDER TIME : 11:59 AM

ORDER NO. : 083877-015

CUSTOMER NO: 11758A

600003888886--7

CUSTOMER: Ms. Lisa Belenson  
Doumar Allsworth Curtis Cross  
Laystrom Voigt Wachs & Maciver  
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: NOMOREMED V, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133  
EXAMINER'S INITIALS:

FILED  
01 MAR 20 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
01 MAR 20 PM 1:54  
DIVISION OF CORPORATION

EFFECTIVE DATE  
3/24/01

**ARTICLES OF ORGANIZATION**

**OF**

**NOMOREMED V, L.L.C.**

The undersigned initial member of NOMOREMED V, L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is: NOMOREMED V, L.L.C.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on March 21, 2001, and shall continue until December 31, 2050, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

1 Palm Avenue  
Miami Beach, Florida 33139

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

1 Palm Avenue  
Miami Beach, Florida 33139

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Jeffrey S. Wachs, Esq.  
1177 S.E. 3rd Avenue  
Fort Lauderdale, Florida 33316

FILED  
01 MAR 20 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
3/21/01 -

#### ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those existing members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the existing members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the existing members may from time to time determine in their sole discretion.

#### ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

#### ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

#### ARTICLE IX. MANAGEMENT OF THE COMPANY

The Company shall be managed by the members of the Company whose names are set forth below:

FILED  
MAR 20 PM 2:06  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

Morris Kravecas  
1 Palm Avenue  
Miami Beach, Florida 33139

Saul Kravecas  
1 Palm Avenue  
Miami Beach, Florida 33139

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

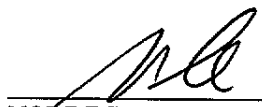
Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

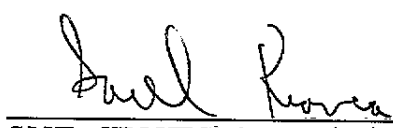
ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization as of this 16<sup>th</sup> day of March, 2001.

INITIAL MEMBER(S):

  
MORRIS KRAVECAS, Initial Member

  
SAUL KRAVECAS, Initial Member


FILED  
01 MAR 20 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of NOMOREMED V, L.L.C., in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated: 3/19 , 2001

  
JEFFREY S. WACHS (for)

FILED  
01 MAR 20 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SWORN TO AND SUBSCRIBED before me, the undersigned officer,  
by **MORRIS KRAVECAS**, individually who personally appeared before me,  
who took an oath, and is personally known to me, or who produced  
\_\_\_\_\_ as identification, on this  
16th day of March, 2001.



Lisa D. Belenson  
Commission # CC 765902  
Expires AUG. 10, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Lisa D. Belenson  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: LISA D. Belenson  
Commission Number: CC 765902  
My Commission Expires: 8/10/02

SWORN TO AND SUBSCRIBED before me, the undersigned officer,  
by **SAUL KRAVECAS**, individually who personally appeared before me,  
who took an oath, and is personally known to me, or who produced  
\_\_\_\_\_ as identification, on this 16th  
day of March, 2001.



Lisa D. Belenson  
Commission # CC 765902  
Expires AUG. 10, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Lisa D. Belenson  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: Lisa D. Belenson  
Commission Number: CC 765902  
My Commission Expires: 8/10/02

FILED  
01 MAR 20 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA