

**L020000012950**

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*Effective Date*  
**5-28-02**

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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**Zassi Medical Evolutions Operating, LLC**

Certificate of Status	1
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**13**

**ZASSI MEDICAL EVOLUTIONS OPERATING, LLC****ARTICLES OF ORGANIZATION**

The undersigned, being a member or duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company is ZASSI MEDICAL EVOLUTIONS OPERATING, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the Company's principal office is:

1886 S. 14<sup>th</sup> Street, Suite 6  
Fernandina Beach, Florida 32034

**ARTICLE III - COMMENCEMENT OF EXISTENCE**

The Company will exist perpetually, commencing on May 28, 2002, unless the filing of these Articles of Organization occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Organization with the Florida Secretary of State.

**ARTICLE IV - CONTINUATION OF LIMITED LIABILITY COMPANY**

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

Prepared by:  
Todd Johnson  
Florida Bar Number: 0997961  
Holland & Knight LLP  
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Jacksonville, FL 32202  
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ARTICLE V - REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent for service of process in the state is:

PA 10000104349  
Zassi Medical Evolutions, Inc.  
1886 S. 14<sup>th</sup> Street, Suite 6  
Fernandina Beach, Florida 32034

ARTICLE VI - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned member has hereunto set its hand and seal this 28th day of May, 2002.

ZASSI MEDICAL EVOLUTIONS, INC., Member

By: Joseph R. Walker  
Name: Joseph R. Walker  
Its: Chief Operating Officer

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

ZASSI MEDICAL EVOLUTIONS, INC.

By: Joseph R. Walker  
Name: Joseph R. Walker  
Its: Chief Operating Officer

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