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FROM: Rappel and Rappel PA

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

PRW Management, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

30

10/18/02

Fax Audit No. H02000214246

**ARTICLES OF ORGANIZATION  
OF  
PRW MANAGEMENT, LLC**

**ARTICLE I  
NAME**

The name of the Limited Liability Company ("Company") is

**PRW MANAGEMENT, LLC**

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company is 23445 Rio del Mar, Boca Raton, Florida 33486 or such place as may be designated by the Members.

**ARTICLE III  
REGISTERED AGENT AND ADDRESS**

The Registered Agent of the Company is DEC Consultants, Inc., and the address of the Registered Agent is 5070 Highway A1A, North, Suite 221, Vero Beach, Florida 32963-1216.

**ARTICLE IV  
PURPOSE**

The purpose and character of the Company is to acquire, invest in, own, or manage individual and/or group medical practices, whether single or multi-specialty in composition, in addition to all equipment and other personal property related or incidental thereto, and in connection with this purpose, and other activities related or incidental thereto, including without limitation, the borrowing of funds and the granting of security interests in its property and the purchase or lease license of clinic facilities. The Company shall have all powers granted to Limited Liability Companies under Florida Law.

**ARTICLE V  
DURATION**

The Company shall continue in full force and effect for forty (40) years from the date of filing these Articles of Organization with the Secretary of State, or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Florida Statutes 608.441.

**ARTICLE VI  
MANAGEMENT**

The Company shall be managed by its Members in proportion to their Sharing Ratios (herein so called) of each initial Member as set forth in the L.L.C.'s Operating Agreement for the Company, and as adjusted from time to time to reflect the Sharing Ratios of any additional Members; provided, however, that the Members may, by operating agreement, provide for the management of the Company by the Members in a manner disproportionate to the Members' Sharing Ratios adjusted as hereinabove set forth. The Managing Members of the Company and their addresses are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARING RATIO</u>
Fred Powell, M.D.	23445 Rio Del Mar Boca Raton, Florida 33486	25%

Robert Rappel, DO, Esq.  
Rappel & Rappel, PA  
5070 Highway A1A, North, Suite 221  
Vero Beach, Florida 32963  
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Florida Bar No.:0015156

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Laura Radd	24654 Woodglade Drive West Hills, California 91307	25%
Peter Radd	24654 Woodglade Drive West Hills, California 91307	25%
Shawn M. Williams	23445 Rio Del Mar Boca Raton, Florida 33486	25%

#### ARTICLE VII ADDITIONAL MEMBERS

Additional members may be admitted to the Company only upon the unanimous vote of the existing Members. New members may be admitted upon such terms and conditions as the existing Members may determine.

#### ARTICLE VIII DISSOLUTION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the Members may specify by operating agreement, which terminates the continued membership of a Member in the Company, the Company shall be dissolved unless within thirty-(30) days after such event, the remaining Members agree, in writing, to continue the business of the Company.

#### ARTICLE IX INDEMNIFICATION

The Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Company. The Company shall indemnify any person who is or was a party, or who is threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

#### ARTICLE X LIMITATION OF LIABILITY OF MEMBERS

The personal liability of the Members to the Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Company.

#### ARTICLE XI TRANSFERABILITY OF INTEREST

No Member of the Company may transfer or assign its interest in the Company without the prior written consent of all of the other Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

Robert Rappel, D.O., Esq.  
Rappel & Rappel, P.A.  
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Vero Beach, Florida 32963  
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**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the Provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is:

**PRW MANAGEMENT, LLC**

2. The name and address of the registered agent and office is:

DEC Consultants, Inc.  
5070 Highway A1A, North  
Suite 221  
Vero Beach, Florida 32963-1216

PO-33818

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.

  
Robert Rappel, President

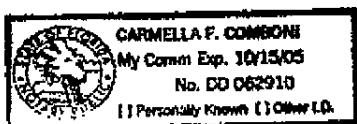
Dated: October 18, 2002


STATE OF FLORIDA )

COUNTY OF INDIAN RIVER )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of October 2002, by Robert Rappel, President of DEC Consultants, Inc., who is personally known to me and who did not take an oath.

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Notary Public  
Commission Number:

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Robert Rappel, DO, Esq.  
Rappel & Rappel, PA  
5070 Highway A1A, North, Suite 221  
Vero Beach, Florida 32963  
561.231.7223/Fax 561.231.8824  
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**ARTICLE XII**  
**POWER TO AMEND**

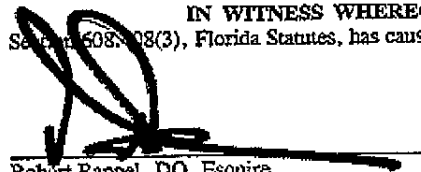
The power to adopt, alter, amend or repeal the Articles of Organization of the Company shall be vested solely in the Members of the Company and shall be by a unanimous vote of approval of the Members.

**ARTICLE XIII**  
**LIMITED LIABILITY COMPANY REGULATIONS**

The power to adopt, alter, amend, or repeal the regulations of the limited liability company shall be vested in the Members of the Company. Regulations adopted by the Members may be repealed or altered; the Members may adopt new regulations; and the Members may prescribe any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the Articles of Organization.

**[END OF TEXT]**  
**[SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF, the Member or authorized representative of Member, in accordance with Section 608.08(3), Florida Statutes, has caused these Articles of Organization to be executed this 18<sup>th</sup> day of October 2002.

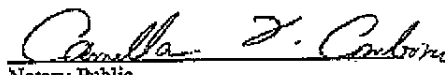


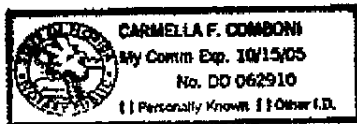
Robert Rappel, DO, Esquire  
Authorized Representative or Member

In accordance with Section 608.408 the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA     )  
                                      )  
COUNTY OF INDIAN RIVER )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of October 2002, by Robert Rappel, DO, Esquire, who is personally known to me and who did not take an oath.

  
Notary Public  
Commission Number:



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Robert Rappel, DO, Esq.  
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