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Malcolm Anthony
Michael L. Berry, Jr.*
Vincent J. DiRito
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* Please reply to
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mberry@pontevedralaw.com

November 11, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Organization of Medical Partners, LLC

Dear Sirs:

Enclosed are the original, executed articles of organization for the above referenced limited liability company along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is a check in the amount of \$125.00 payable to the Florida Secretary of State to cover the applicable filing fees.

Please send your letter confirming the organization to:

Medical Partners, LLC
c/o Michael L. Berry, Jr., Esq.
Anthony, Berry, DiRito & Goode, LLP
333 First Street North, Suite 305
Jacksonville Beach, FL 32250

Thank you for your assistance.

Sincerely,

ANTHONY, BERRY, DIRITO & GOODE LLP

Michael L. Berry, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 13 AM 11:07

EFFECTIVE DATE
11/11/2002

**ARTICLES OF ORGANIZATION
FOR
Medical Partners, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopts the following Articles of Organization:

**ARTICLE I
(Name)**

The name of the limited liability company is Medical Partners, LLC ("the Company").

**ARTICLE II
(Address)**

The principal office and street mailing address of the Company will be located at 1901 North 1st Street, #302, Jacksonville Beach, FL 32250.

**ARTICLE III
(Duration and Continuation)**

The Company shall have perpetual existence, commencing upon November 11, 2002 or such other date no more than five (5) days prior to the filing of these Articles of Organization with the Florida Department of State, whichever is later.

**ARTICLE IV
(Purpose)**

The general purpose of the Company and the nature of the business to be transacted by the Company are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a Company may now or hereinafter be organized under the laws of the State of Florida.

**ARTICLE V
(Registered Agent and Office)**

The street address of the initial registered office of this Company is 333 First Street North, Suite 305, Jacksonville Beach, FL 32250, and the name of the initial registered agent of this Company at that address is Michael L. Berry, Jr.

**ARTICLE VI
(Additional Members)**

Additional members may be admitted as provided in the Operating Agreement of the Company.

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EFFECTIVE DATE
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ARTICLE VII
(Members' Rights to Continue Business)

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company will be as provided in the Operating Agreement of the Company.

ARTICLE VIII
(Management)


The Company affairs will be conducted, carried on, and managed by one (1) or more members and is therefore a member-managed company. The manager(s) will have the obligations and responsibilities described in the Operating Agreement of the Company. The name of the initial member-managers are Samuel L. Hinson Eric Aleman, 1901 North 1st Street, #302, Jacksonville Beach, FL 32250 and Eric Aleman, 113 Mill Cove Lane, Ponte Vedra Beach, FL 32082. The managers will serve in that capacity until removed by the members or until its successor is duly elected and qualified.

APPOINTMENT OF REGISTERED AGENT

The undersigned, Medical Partners, LLC, a Florida limited liability company, with its principal offices in Duval County, Florida, hereby appoints Michael L. Berry, Jr. as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is 333 First Street North, Suite 305, Jacksonville Beach, FL 32250.

Dated: November 11, 2002.

Medical Partners, LLC

By: 
Samuel L. Hinson
Authorized Representative

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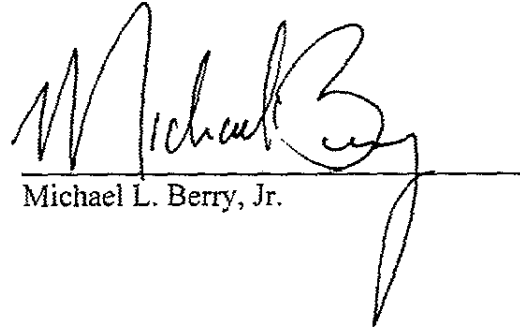
ACKNOWLEDGMENT OF APPOINTMENT

TO: Medical Partners, LLC

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 statutory registered agent of the above company 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.

November 11, 2002.



Michael L. Berry, Jr.

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