

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

SCRUBS OF KEY WEST, LLC

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ARTICLES OF ORGANIZATION

OF

SCRUBS OF KEY WEST, LLC
a Florida limited liability company

The undersigned, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

ARTICLE ONE - NAME

The name of the limited liability company shall be SCRUBS OF KEY WEST, LLC (the "Company").

ARTICLE TWO - COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall continue until terminated in accordance with the Operating Agreement of the Company.

ARTICLE THREE - PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address of the Company shall be P.O. Box 9720, Tavernier, Florida 33070. The street address of the principal office of the Company shall be 87899 Overseas Highway, Islamorada, Florida 33036.

ARTICLE FOUR - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Company shall be located at 87899 Overseas Highway, Islamorada, Florida 33036 and the initial registered agent of the Company at that address shall be CATHY BATTREALL. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Organization.

ARTICLE FIVE - PURPOSES AND GENERAL POWERS

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

This document was prepared by:
Russell P. Hintze, Esq.
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Post Office Box 4923
Orlando, Florida 32802-4923
Telephone (407) 317-8562

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ARTICLE SIX - ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit additional Members only upon the unanimous approval of then existing Members.

ARTICLE SEVEN - MANAGEMENT

The management of the Company is reserved to its Members.

ARTICLE EIGHT - AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company or as otherwise provided in an Operating Agreement for the Company.

ARTICLE NINE - ADOPTION OF REGULATIONS

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608 of the Florida Statutes.

ARTICLE TEN - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned Member does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets its hand and seal this 28th day of January, 2003.


CATHY BATTREALL, Member

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CITY OF MIAMI
DADE COUNTY
FLORIDA

Fax Audit No.: H03000034885 1REGISTERED AGENT CERTIFICATE OF ACCEPTANCE

In compliance with Section 608.415, Florida Statutes, the following is submitted:

SCRUBS OF KEY WEST, LLC (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated CATHY BATTREALL as its Registered Agent to accept service of process within the State of Florida with its registered office located at 87899 Overseas Highway, Islamorada, Florida 33036.

ACCEPTANCE

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, Florida Statutes, as the same may apply to the Company.

Dated this 28th day of January, 2003.

Cathy Battreall
CATHY BATTREALL, Registered Agent

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