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LIMITED LIABILITY COMPANY

ARGUS HEALTH CARE, P.L.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 17, 2003

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ARTICLES OF ORGANIZATION OF
ARGUS HEALTH CARE, P.L.

Article I

Name, Principal Place of Business, and Mailing Address

The name of the professional limited liability company shall be Argus Health Care, P.L., and its principal office shall be located at 1808 Orchid Street, Sarasota, FL 34239, in the County of Sarasota, in the State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the manager may designate. The mailing address of Argus Health Care, P.L., shall be 1808 Orchid Street, Sarasota, FL 34239.

Article II

Purposes and Powers

- a. The purpose of this limited liability company is to practice the profession of psychotherapy. The sole and exclusive professional service to be provided by the company is psychotherapy.
- b. The company shall promote psychotherapeutic research and knowledge, furnish related clinical services; own real and personal property, and enter into contracts and engage in any other lawful business necessary for the rendering of professional psychotherapy services.
- c. The company may do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and may do every other act incidental to the company purposes which is not forbidden by Florida law or by the provisions of these articles of incorporation.
- d. The professional services of this company shall be carried out only through officers, employees, agents, and independent contractors, each of whom is licensed or otherwise legally qualified to render psychotherapy services in the State of Florida, in that each holds a valid, active license under chapter 490 or chapter 491 of the Florida Statutes, or is certified under §464.012 as an advanced registered nurse practitioner who has been determined by the Board of Nursing as a specialist in psychiatric mental health.

Article III
Management

This professional limited liability company is to be managed by a manager and is therefore a manager-managed company. This company shall be managed by one (1) manager who shall also bear the title President. The name of the person who shall serve as manager until a successor is elected and qualified is David Harris of 1808 Orchid Street, Sarasota, FL 34239.

Article IV
Membership Restrictions

- a. Members shall have the right to admit new members by unanimous consent. Contributions of

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capital required of new members shall be determined as of the time of admission to the company.

b. A member's interest in the company may not be sold or otherwise transferred except with the unanimous written consent of all members.

c. 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, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

d. Each new member must be, and each member must remain, licensed to provide psychotherapy services within the State of Florida, and must at all times hold a valid, active license under chapter 490 or chapter 491 of the Florida Statutes, or be certified under §464.012 as an advanced registered nurse practitioner who has been determined by the Board of Nursing as a specialist in psychiatric mental health.

Article V Capital Contributions

An initial capital contribution in the amount of \$1,000 cash shall be paid to the company by member. Additional contributions will be made as determined by unanimous consent of the members. Members shall make contributions in equal shares or in such proportion as may be determined by unanimous consent of the members.

Article VI Profits and Losses

a. Profits. The members shall be entitled to the net profits arising from the operation of the company business that remain after the payment of the expenses of conducting the business of the company. Each member shall be entitled to the distributive share of the profits specified as follows: David Harris 100%, or by such distributive share as may, from time to time, be established by the Manager pursuant to the Operating Agreement of the company. The distributive share of the profits shall be determined and paid as of the close of each calendar year.

b. Losses. All losses that occur in the operation of the company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members according to such proportions as applicable for the distribution of profits.

c. Notwithstanding the above, the manager may, at any time, increase or decrease the total annual cash distribution, and no distribution shall be made if it shall result in the insolvency of the company, or result in the company being unable to meet its debts and obligations as they become due.

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Article VII
Duration

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Article VIII
Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 1808 Orchid Street, Sarasota, FL 34239, in the County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is David Harris.

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 as provided for in Chapter 608, Fla. Stat.

David Harris
Registered Agent.

The undersigned, being the original member of the professional limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Argus Health Care, P.L. and that the facts stated herein are true.

Executed by the undersigned at Sarasota, Florida, on this 19 day of March, 2003.

David Harris
David Harris, member

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