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## Florida Department of State

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Account Number : 072450003255 Phone : (305)634-3694 Fax Number

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LIMITED LIABILITY COMPANY

tele-health latin america, lic

| Certificate of Status | O .      |
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| Certified Copy        | 1        |
| Page Count            | 05       |
| Estimated Charge      | \$155.00 |

## ARTICLES OF ORGANIZATION



OF

## TELE-HEALTH LATIN AMERICA, ELC

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

## **ARTICLE I**

#### NAME

The name of the limited liability company is TELE-HEIALTH LATIN AMERICA, LLC (the "Company").

#### ARTICLE II

## <u>ADDRESS</u>

The principal office and mailing address of the Company is:

3659 South Miami Avenue Suite 6008 Miami, Florida 33133

#### ARTICLE III

## REGISTERED AGENT AND OFFICE

The Company designates 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Transglobal Corporate Administration, Inc. as the Company's initial registered agent at that address to accept service of process within this state.

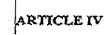
This Instrument Prepared By: FREEMAN, BUTTERMAN, HABER, ROIAS & STANHAM, LLP Lance Geller

Florida Bar No.: 54968

520 Brickell Key Drive, Suite O-305

Mismi, Florida 33131 Telephone: (305) 374-3800

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## <u>MANAGEMENT</u>

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager shall also have the rights and responsibilities described in the Operating Agreement of the Company. The initial Managers, who shall serve in such capacity until their successors are duly elected and qualified, shall be:

Julio C. Pita, M.D., M.B.A. Humberto Gonzalez Lincoln Rodon

#### ARTICLE V

## **DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

#### ARTICLE VI

#### PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE VII

## ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company unless otherwise provided in the Operating Agreement of the Company.

## ARTICLE VIII

## OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 14-4-2003.

Lance Geller, Esq. Duly Authorized Representative of a

Member

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## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for TELE-HEALTH LATIN AMERICA, LLC, 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 on this LT day of 1003.

TRANSGLOBAL CORPORATE ADMINISTRATION, INC.

By: Marco E. Rojas, Director

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