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LIMITED LIABILITY COMPANY

CHILEMED SUPPLIES, LLC

03 JUN 11 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
FOR  
CHILEMED SUPPLIES, LLC

a Florida Limited Liability Company  
(Chapter 608 of Florida Statutes)

(6)

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act ("the "Act") of the State of Florida pursuant to Chapter 608 of the Florida Statutes hereby makes, acknowledges, and files the following Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

ARTICLE I  
NAME

The name of the limited liability company shall be CHILEMED SUPPLIES, LLC. (the "Company")

ARTICLE II  
DURATION

The Company shall be deemed to have commenced its existence on the date the original articles of organization were filed by the Florida Department of State. The Company's existence shall terminate on 2030 A.D., unless the Company is earlier dissolved as provided in these Articles of Organization or the operating agreement adopted by the Company (the "Operating Agreement") or in accordance with law.

ARTICLE III  
PURPOSES AND POWERS

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida.

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**ARTICLE IV  
PRINCIPAL PLACE OF BUSINESS**

The initial mailing and street address of the principal office of the Company shall be 1303 NW 78<sup>th</sup> Avenue, Miami, Florida 33126, but the location may be changed by the members of the Company representing a majority of the voting power.

**ARTICLE V  
MANAGEMENT**

The Company shall be managed by its members as a group in accordance with the Operating Agreement, and is, therefore, a member-managed company. The Company will be initially managed by the person signing these Articles of Organization below, until the first meeting of the members, when one or more members will be elected to manage the Company. Pursuant to section 608.4235 of the Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 338 Minorca Avenue, Coral Gables, Florida 33134, and the name of its initial registered agent is the law firm of Quintana & Associates, P.A.,

**ARTICLE VII  
RESTRICTIONS ON MEMBERSHIP**

Additional members may be admitted upon the unanimous approval of each and every member of the Company. Any transfer or assignment of a member's interest must comply with any requirements, then in effect, set forth in the Articles of Organization and the Operating Agreement. A proposed transferee will not be recognized as a member of the Company, unless both the procedures and requirements then in effect under the Articles of Organization and the Operating Agreement are followed and satisfied fully. If either (a) there is no Operating Agreement, and the remaining members of the Company do not approve the proposed transfer or assignment by unanimous written consent of each and every member, or (b) both the procedures and requirements then in effect of the Articles of Organization and the Operating Agreement are not fully

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satisfied; any such transfer or assignment is void from inception and the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become a member.

#### **ARTICLE VIII VOTING BY MEMBERS WITHOUT MEETING**

On any matter that is to be voted on by members, the members may take such action without a meeting, without prior notice, and without a vote, if a written consent setting forth the action so taken, is signed by the members having not less than the minimum number of votes that would be necessary to authorize such action at a meeting, but in no event by a vote representing less than the percentage of voting power of the members otherwise present (personally or represented by proxy) at a meeting, if a meeting were held. Within ten (10) days after obtaining such authorization by written consent, written notice must be given to those members that did not consent in writing or were not entitled to vote.

#### **ARTICLE IX OPERATING AGREEMENT AND REGULATIONS**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the members. Any Operating Agreement (as defined in Section 608.402(24) of the Act), relating to this Limited Liability Company must be in writing and signed by all of the members.

#### **ARTICLE X AMENDMENT OF ARTICLES OF ORGANIZATION**

Any amendment to the Articles of Organization shall be approved by the members of the Company representing a majority of the voting power.

#### **ARTICLE XI INDEMNIFICATION**

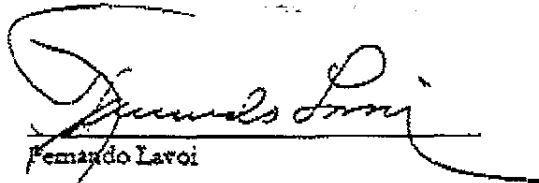
This Company is empowered to indemnify any officer, member, or manager to the fullest extent permitted by applicable law, as now and hereinafter amended.

#### **ARTICLE XII EXECUTION**

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SECRETARY OF STATE  
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The undersigned hereby certifies that the foregoing constitutes the Articles of Organization of Chilemed Supplies, LLC.


IN WITNESS WHEREOF, for the purposes of forming this limited liability company under the laws of the State of Florida, I, the undersigned, has executed these Articles of Organization this 11 day of June, 2003.

  
Fernando Lavoie

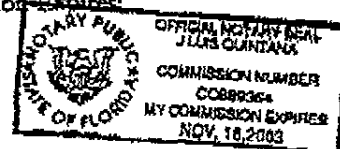
STATE OF FLORIDA                    )  
COUNTY OF DADE                ) SS.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Fernando Lavoie known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Articles of Organization and acknowledged before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this June 11, 2003.

  
NOTARY PUBLIC, State of Florida  
Printed Name of Notary Public  
My Commission Expires:

These Articles were prepared by:  
J. Luis Quintana, Esq.  
Quintana & Associates, P.A.  
338 Minorca Avenue  
Coral Gables, Florida 33134  
(Fla. Bar No. 768987)



[In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

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TALLAHASSEE, FLORIDA

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REGISTERED AGENT ACKNOWLEDGEMENT

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, F. S.

REGISTERED AGENT  
QUINTANA & ASSOCIATES, P.A.

By: \_\_\_\_\_

J. Luis Quintana, President

*[In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]*

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