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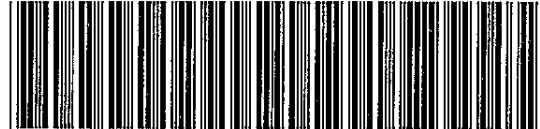
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DIVISION OF CORPORATION

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Requester's Name

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Phone #

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MRCRL LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

Savage-Gaston,
Hogan & Hargrove, P.A.



ATTORNEYS AND COUNSELORS AT LAW

801 North Magnolia Avenue, Suite 402
Orlando, Florida 32803-3851
Telephone 407-648-8882
Fax 407-872-5755

3008 N.W. 13th Street, Suite 100
Gainesville, Florida 32609
Telephone 352-337-8372
Fax 352-337-8374

Toll Free 866-306-2889

Please Reply to:
ORLANDO

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TALLAHASSEE FLORIDA

August 7, 2003

Joyce Savage-Gaston
*Jeffrey D. Hogan
**Charles D. Hargrove

VIA FEDERAL EXPRESS

* Also admitted in Connecticut

** Also admitted in the
District of Columbia

Katherine Harris
Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Incorporation Documents of MRCRL, L.L.C.

Dear Ms. Harris:

Please find enclosed the following documents regarding the corporate formation of the of the above-referenced for-profit limited liability company:

1. An original and copy of the Articles of Organization with the Affidavit of Membership and Contributions incorporated in the same in Article IX;
2. Original and copy of the Certificate of Conversion;
3. A Certificate of Designation of Registered Agent/Registered Office; and,
4. A check in the amount of \$180.00, payable to the Secretary of State, covering the costs of the corporate filing fee of \$125.00, the certified copy fee of \$30.00, and the registered agent/office fee of \$25.00.

Please send any communications regarding the above-referenced matter to the undersigned to the address indicated in the letterhead above.

Sincerely,


Charles D. Hargrove, Esquire

CDH\omds

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

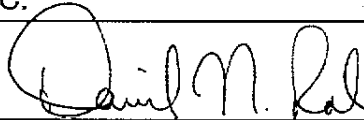
MRCRL, L.L.P.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: 04-15-02
- B. Jurisdiction: _____
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

MRCRL, L.L.C.



Signature of a Member or an Authorized Representative of a Member
(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 stated herein are true.)

David N. Robinson

Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION OF
MRCRL, L.L.C.

03 AUG -8
FILED
TALLAHASSEE
CLERK OF COURT

The undersigned certifies that we have associated ourselves together for the purpose of becoming a limited liability company under Chapter 608, Florida Statutes, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I/We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the above-identified limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MRCRL, L.L.C. and its principal office and mailing address shall be 894 E. Altamonte Drive, the City of Altamonte Springs, County of Seminole, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered office of MRCRL, L.L.C. is Charles D. Hargrove, Esquire, of the Law Offices of Savage-Gaston, Hogan & Hargrove, P.A., located at 801 N. Magnolia Avenue, Ste. 402, Orlando, Orange County, Florida 32803-3851.

ARTICLE III
DURATION

MRCRL, L.L.C. shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IV
MANAGEMENT

MRCRL, L.L.C. is a manager-managed company consisting of one (1) managing member. The name and address of the person who shall serve as manager until his successor is elected and qualified is as follows:

1. David N. Robinson, M.D.

ARTICLE V
MEMBERSHIP RESTRICTIONS

Regulations of MRCRL, L.L.C., members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to MRCRL, L.L.C.

Unless otherwise provided in the Regulations of MRCRL, L.L.C., or Partnership Agreement of the members of MRCRL, L.L.C., all members shall be entitled to vote on matters related to MRCRL, L.L.C. and each member shall be entitled to one vote.

A member's interest in MRCRL, L.L.C. may not be sold or otherwise transferred, except with unanimous written consent of members.

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 MRCRL, L.L.C. the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business;
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the

agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit MRCRL, L.L.C. to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE VII

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of MRCRL, L.L.C. shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of MRCRL, L.L.C. by a majority vote of the members of MRCRL, L.L.C.

ARTICLE VIII

CAPITAL CONTRIBUTIONS

Capital contributions of a member may be in cash, property or services rendered or promissory note as deemed appropriate by the members based on a majority vote by the same. Additional contributions may be required for investment purposes, as determined by majority consent of the members.

ARTICLE IX

PROFITS AND LOSSES

(a) **Profit Sharing.** Members of MRCRL, L.L.C., shall be entitled to the net profits arising from the operation of its business that remain after the payment of the expenses of conducting the business of MRCRL, L.L.C., unless otherwise provided in the Regulations of MRCRL, L.L.C. and/or provided the future financial stability of MRCRL, L.L.C. is not jeopardized or threaten by the payment of said net profits. Notwithstanding the foregoing, if at any time it is decided by the members to pay net profits that they are entitled to, the timing of the payment and/or distribution of said net profits to members shall be determined by the member(s) of MRCRL, L.L.C.

Net profits shall be allocated as determined by majority vote of the member of MRCRL, L.L.C.

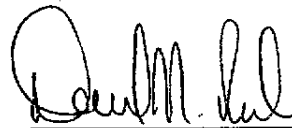
(b) **Losses.** All losses that occur in the operation of MRCRL, L.L.C. business shall be paid out of the capital of MRCRL, L.L.C. and the profits of its business, or, if these sources are insufficient to cover such losses, by the members. As such, said losses shall be allocated for payment by equally among the members.

ARTICLE X

CERTIFICATION OF ARTICLES OF ORGANIZATION

The undersigned, being the original member of MRCRL, L.L.C., certifies that this instrument constitutes the proposed Articles of Organization of MRCRL, L.L.C.

Executed by the undersigned at the Law Offices of Savage-Gaston, Hogan & Hargrove, P.A. 801 North Magnolia Avenue, Ste. 402, Orlando, FL 32803-3851 on this 5th day of August, 2003.


David N. Robinson, M.D.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

MRCRL, L.L.C.

2. The name and address of the registered agent and office is:

**CHARLES D. HARGROVE, ESQUIRE
SAVAGE-GASTON, HOGAN & HARGROVE, P.A.
801 N. MAGNOLIA AVENUE, SUITE 402
ORLANDO, FLORIDA 32803-3851**

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STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation 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.

DATE: August 5th, 2003.

SIGNATURE: _____

Charles D. Hargrove, Esquire