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LIMITED LIABILITY COMPANY

Nalley Properties, LLC

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**ARTICLES OF ORGANIZATION OF
NALLEY PROPERTIES, LLC**

The undersigned, JAMES H. NALLEY, M.D., a natural person competent to contract and a member of NALLEY PROPERTIES, LLC, hereby presents these Articles of Organization as the Articles of Organization of NALLEY PROPERTIES, LLC, a limited liability company formed under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company is:

NALLEY PROPERTIES, LLC

This limited liability company is referred to in these articles of organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of the Company is 151 Cove Road, Pensacola, Florida 32503.

ARTICLE III - PURPOSES AND POWERS

This Company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date of commencement of the Company's existence shall be the date the Articles of Organization are filed with the Secretary of State of Florida. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

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ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the registered office of the Company is 151 Cove Road, Pensacola, Florida 32503, and the name of the registered agent at that address is James H. Nalley, M.D.

ARTICLE VI - MANAGEMENT

The Company shall be managed by its members in accordance with the terms of the Operating Agreement of the Company. The names and addresses of the initial members are as follows:

James H. Nalley, M.D.
151 Cove Road
Pensacola, FL 32503

Susan J. Nalley
151 Cove Road
Pensacola, FL 32503

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members in accordance with the terms of the Operating Agreement for the Company. Contributions required of new members shall be determined as of the time of admission to the Company.

ARTICLE VIII - RESTRICTION ON MEMBERSHIP

A member may not sell or otherwise transfer his or her interest in the Company, whether represented by membership units, certificates, or a percentage interest in the Company, until the member has complied with the restrictions, including a right of first refusal, contained in the Operating Agreement for the Company.

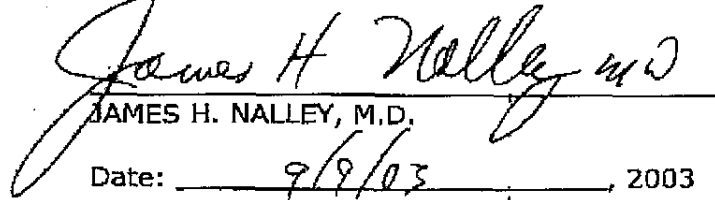
ARTICLE IX - AMENDMENT

Unless otherwise provided in the Operating Agreement for the Company, these Articles of Organization or any amendment thereto may be amended in accordance with the Florida Limited Liability Company Act.

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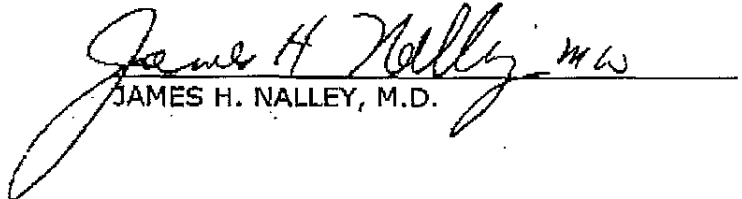
IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

MEMBER:


JAMES H. NALLEY, M.D.
Date: 9/9/03, 2003

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of NALLEY PROPERTIES, LLC. Further, I am familiar with and accept the duties and obligations of such designation.


JAMES H. NALLEY, M.D.

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