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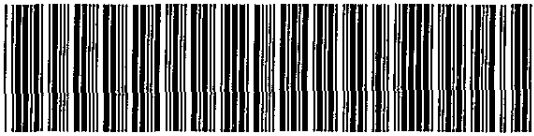
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TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

**To:** Registration Section  
Division of Corporations

**SUBJECT:** Medical Diagnostix, LLC

The enclosed Articles of Organization and fee(s) in the amount of \$125.00 are submitted for filing.

Please return all correspondence concerning this matter to the following.

**Samuel Winer  
Medical Diagnostix, LLC  
5770 Roosevelt Blvd., Suite 510  
Clearwater, FL 33760**

For further information concerning this matter, please call:

Samuel Winer at 727-533-8300.

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**ARTICLES OF ORGANIZATION  
OF  
MEDICAL DIAGNOSTIX, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME:

The name of the Limited Liability Company is:  
MEDICAL DIAGNOSTIX, LLC

2. PERIOD OF DURATION:

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

- (a) Ninety (90) years from the date of filing of these Articles of Organization with the Department of State, or
- (b) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. PURPOSE.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS.

The address of the place of business and mailing address in Florida for the Limited Liability Company is: 5770 Roosevelt Blvd., Suite 510, Clearwater, FL 33760.

5. REGISTERED AGENT.

The name and address of the initial registered agent in Florida for the Limited Liability Company is: SAMUEL WINER, 5770 Roosevelt Blvd., Suite 510, Clearwater, FL 33760.

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6. CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: \$100.00 in cash and no other property is being contributed to the Limited Liability Company at this time.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of the Articles of Organization. Additional contributions, if any, will be made in cash or by the contribution of property at such value as shall be approved by the Managers. The Company will maintain a capital account for each Member in accordance with generally accepted accounting principles and the respective interests of the Members in the Company. Each Member's percentage ownership interest in the capital and profits of the Company shall be calculated as set forth in the Regulations of the Company.

8. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

9. MANAGEMENT.

The Limited Liability Company is to be managed by a manager, or managers. Names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

SAMUEL WINER, 5770 Roosevelt Blvd., Suite 510, Clearwater, FL 33760.

10. MANAGEMENT.

a. Other than as set forth in clause (b) below, all powers associated with the Company's activities, including the power to sell all or substantially all of the Company's assets, shall be reserved to one or more Managers, each of whom shall be a Member and shall serve in such capacity for a period of one year beginning with the formation of the Company. Thereafter, the Managers shall continue on a year to year basis as managers of the Company's affairs unless

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replaced with other Members by a vote of eighty (80%) percent in ownership interest in the Company at the annual meeting of the Company as set forth in the Company's Regulations. The Managers may also be replaced with other Members at any time by a vote of ninety (90%) percent in ownership interest in the company.

b. The power to dissolve the Company shall be reserved to seventy-five (75%) percent in ownership interest of the Members.

11. ADDITIONAL PROVISIONS. The following additional provisions for the regulation of the business of the Company and for the conduct of its affairs are hereby adopted as part of these Articles of Organization:

a. No contract or other transaction between the Company and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Managers and/or Members is a director or officer of such other corporation, or holds an interest in such other corporation; nor by reason of the fact that one or more the the Managers and/or Members may have interest in any contract or transaction with the Company and each and every such person is hereby relieved from liability which might otherwise exist from thus contracting with the Company for the benefit of himself or any firm, association, of corporation in which he may be otherwise interested.

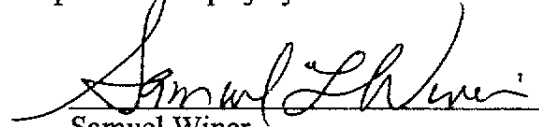
b. The Members of the Company, by a vote of ninety (90%) percent in ownership interest, shall have the power to amend, alter, change or repeal any provision of these Articles of Organization in form or substance at any properly announced meeting of the Members.

Executed at Clearwater, Florida on the 18<sup>th</sup> day of November, 2003.

Medical Diagnostix, LLC

By:   
Samuel Winer

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.)

  
Samuel Winer

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of MEDICAL DIAGNOSTIX, LLC  
undersigned accepts such an appointment, agrees to act in such capacity and accept the  
obligations proposed by Florida Statutes Section 608.415.

Executed this 16<sup>th</sup> day of November, 2003.

By: Samuel Winer  
Samuel Winer  
5770 Roosevelt Blvd., Suite 510  
Clearwater, FL 33760

SECTION 608.415, FLORIDA  
STATUTES  
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