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Division of Corporations

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LIMITED LIABILITY COMPANY

Adler Giles Cosmetic Surgical Specialists, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
ADLER GILES COSMETIC SURGICAL SPECIALISTS, L.L.C.**

ARTICLE I

Name. The name of the limited liability company ("Company") is ADLER GILES COSMETIC SURGICAL SPECIALISTS, L.L.C.

ARTICLE II

Address. The mailing and street address of the Company's principal office is: 323 Osceola Street, Stuart, Florida 34994.

ARTICLE III

Duration. The period of duration for the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Nature of Company. The general nature of the business to be transacted by the Company under these Articles of Organization shall be to operate as the credentialed organization under the AAAHC (Accreditation Association for Ambulatory Health Care). The Company shall operate the surgical aspect of the practice through the purchase of surgical supplies, and shall engage in any other activity or business permitted under the laws of the United States and of the State of Florida, and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

Prepared by:
John J. McGlynn III, Esquire
553 Colorado Avenue
Stuart, Florida 34994
(772) 287-2600
Fla. Bar No.: 0420948

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ARTICLE V

Management. The Company is to be managed by its members.

ARTICLE VI

Admission of New Members. Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

Continuation of Business. The remaining members of the Company have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business of the Company may be continued only on the written consent of a majority of the remaining members.

ARTICLE VIII

Amendment of Articles. These Articles of Organization shall be amended as follows: every proposed amendment to these Articles of Organization shall require the approval at a member's meeting of a majority of the members entitled to vote thereon; alternatively, a majority of the members may sign a written statement adopting the proposed amendment to these Articles of Organization.

ARTICLE IX

Operating Agreement. The Operating Agreement of the Company shall be made, altered or rescinded by a majority vote of the members of the Company at a meeting of the members; alternatively, all of the members may sign a written statement adopting the proposed Operating Agreement or changes thereto.

ARTICLE X

Registered Agent and Office. The name of Company's initial registered agent in Florida is Paul Dudley Giles. The address of Company's registered office in Florida is 323 Osceola Street, Stuart, Florida 34994.

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ARTICLE XI

Preemptive Rights. The members of the Company shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the members, such membership interests as may be issued for money, or any property or services from time to time, in addition to the present memberships. The preemptive right of any member is determined by the ratio of the membership interest held by a member to all membership interests currently outstanding.

ARTICLE XII

Organizing Members. The name and address of the initial organizing members, who are the members of the Company, are as follows:

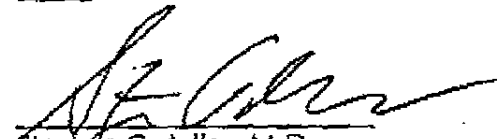
Paul Dudley Giles

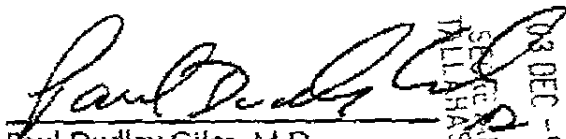
323 Osceola Street
Stuart, Florida 34994

Stephen C. Adler

323 Osceola Street
Stuart, Florida 34994

9th IN WITNESS WHEREOF, we have executed these Articles of Organization on this day of December, 2003, at Stuart, Martin County, Florida.


Stephen C. Adler, M.D.


Paul Dudley Giles, M.D.

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 9th day of December, 2003 by Stephen C. Adler and Paul Dudley Giles. They (please check one of the following)
☐ are personally known to me or ☒ who have produced FL DRIVER'S LICENSE as identification, and who (please check one of the following) ☐ did or ☐ did not take an oath.



John J. McGinn, III
MY COMMISSION # DD153493 EXPIRES
October 4, 2006
BONDED THRU TROY RAIN INSURANCE, INC.


NOTARY PUBLIC

Print Name: _____

My Commission Expires: _____

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in the above Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.


Paul Dudley Giles, M.D.
Registered Agent

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