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Urology Associates of Gainesville
Real Estate LLC

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03 DEC 22 PM 2:23

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ARTICLES OF ORGANIZATION

OF

UROLOGY ASSOCIATES OF GAINESVILLE REAL ESTATE, LLC

FILED
03 DEC 22 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT made as of the 17th day of December, 2003, by
J. DEREK THOMPSON and MARTIN N. RIFKIN (hereinafter the Members or
individually the Member);

NOW THEREFORE, it is mutually agreed as follows:

ARTICLE I

FORMATION OF LIMITED LIABILITY COMPANY

The Members hereby create a limited liability company (the
"LLC") under Chapter 608, Florida Statutes, the laws of the State
of Florida (the "Act") for the purposes described in Article III
below.

ARTICLE II

NAME

The name of the LLC shall be UROLOGY ASSOCIATES OF GAINESVILLE
REAL ESTATE, LLC, or such other name selected by the Members as may
be acceptable to the appropriate recording official of the State of
Florida.

ARTICLE III

PURPOSES AND POWERS

The general nature of the business or businesses to be
transacted and which the LLC is authorized to transact, in addition
to those authorized by the laws of the State of Florida, and the

powers of the LLC, 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; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To invest in, acquire, and hold, manage, repair, develop, improve and sell, lease, transfer and otherwise dispose of, and deal in and with real and personal property of every character and description.

4. 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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the LLC powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement,

develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. 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 herein set forth, 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.

8. 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 LLC, 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 herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the LLC to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The mailing address of the principal office of the LLC shall be 6440 W. Newberry Road, Suite 409, Gainesville, Florida 32605, and the street address of the principal office of the LLC shall be

6440 W. Newberry Road, Suite 409, Gainesville, Florida 32605, or at such other location as may be agreed in writing by the Members.

ARTICLE V

DURATION

This agreement shall be come effective on the date hereof, and the LLC shall have perpetual existence.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions with a total value of Two Thousand and 00/100 (\$2,000.00) Dollars cash shall be contributed to the LLC by the Members in proportion to their respective percentage interest in the LLC.

In addition to the above, the Members shall make such additional capital contributions as are agreed upon by a vote of the majority of the Members of the LLC.

ARTICLE VII

LIMITED LIABILITY COMPANY POWERS

All the LLC powers shall be exercised by or under the authority of, and the business and affairs of this LLC shall be managed under the direction of the Members of this LLC. This article may be amended from time to time in the regulations of the LLC by a unanimous vote of the Members of the LLC.

ARTICLE VIII

MANAGEMENT

Management of this LLC is reserved to the Members, whose names

and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. DEREK THOMPSON	6440 W. Newberry Road, Suite 409 Gainesville, FL 32605
MARTIN N. RIFKIN	6440 W. Newberry Road, Suite 409 Gainesville, FL 32605

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the LLC is 6440 W. Newberry Road, Suite 409, City of Gainesville, County of Alachua, State of Florida 32605, and the name of its initial registered agent at such address is J. DEREK THOMPSON.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by the written consent of a majority in interest of the Members of the LLC. Contributions required of new members shall be determined as of the time of admission to the LLC.

A Member's interest in the LLC may not be sold or otherwise transferred except as shall be provided in the regulations adopted by the Members.

Upon 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 the LLC, the LLC shall continue unless the Members, by unanimous vote, dissolve the LLC.

The undersigned, being the original members of the LLC, hereby certify that the foregoing constitutes the proposed Articles of

Organization of UROLOGY ASSOCIATES OF GAINESVILLE REAL ESTATE, LLC,
a Florida limited liability company.

ARTICLE XI

AMENDMENT TO ARTICLES OF ORGANIZATION

The Members of the LLC reserve the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the Members herein are granted subject to this reservation. Every such amendment shall be approved by a majority in interest of the Members of the LLC.

IN WITNESS WHEREOF, I ave signed these Articles of Organization and acknowledged them to be my act this 17th day of December, 2003.



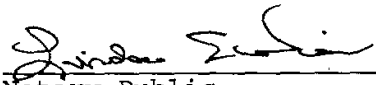
J. DEREK THOMPSON, Member



MARTIN N. RIFKIN, Member

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 17th day of December, 2003, by J. DEREK THOMPSON, [] who has produced a driver's license issued within 5 years from date as identification; OR [☒] who is personally known to me; OR [] who produced Other: _____, as identification.



Notary Public

Printed Name: LINDA E. WINN
Commission No.: DD-38633

My Commission Expires: 08.11.05

(Affix Notary Seal)



Linda E. Winn
Commission # DD 038633
Expires August 11, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this
17th day of December, 2003, by MARTIN N. RIFKIN, []
who has produced a driver's license issued within 5 years from date
as identification; OR [] who is personally known to me; OR
[] who produced Other: _____, as
identification.



Linda E. Winn
Commission # DD 038633
Expires August 11, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

Linda E. Winn

Notary Public

Printed Name: LINDA E. WINN

Commission No.: DD 038633

My Commission Expires: 08.11.05

(Affix Notary Seal)

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

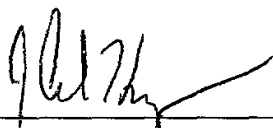
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

(1) The name of the limited liability company is **UROLOGY ASSOCIATES OF GAINESVILLE REAL ESTATE, LLC.**

(2) The name and address of the registered agent and office is **J. DEREK THOMPSON, 6440 W. Newberry Road, Suite 409, Gainesville, Florida 32605.**

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

Dated: 12/17, 2003



J. DEREK THOMPSON
Registered Agent