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**LIMITED LIABILITY COMPANY**

**PREDAT ASSOCIATES, L.L.C.**

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**ARTICLES OF ORGANIZATION OF  
PREDAT ASSOCIATES, L.L.C.**

**ARTICLE I  
NAME**

The name of the limited liability company shall be **PREDAT ASSOCIATES, L.L.C.**

**ARTICLE II  
PURPOSES AND POWERS**

The limited liability company is authorized to transact any business permitted by the laws of the State of Florida, from time to time, for a limited liability company.

**ARTICLE III  
ADDITIONAL CAPITAL CONTRIBUTIONS**

Additional capital contributions shall be made in such amounts and by such members as may be determined from time to time by a majority vote of the members.

**ARTICLE IV  
PROFITS AND LOSSES**

Profits and losses shall be allocated to members as provided in the Operating Agreement adopted and as amended from time to time by the members.

**ARTICLE V  
DURATION**

The limited liability company shall exist until December 31, 2050, unless earlier dissolved in a manner provided by law or as provided in the Operating Agreement adopted by the members.

**ARTICLE VI  
MAILING ADDRESS & PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal office of this limited liability company shall be at 4302 Alton Road, #11, Miami, FL 33140.

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**ARTICLE VII**  
**MANAGEMENT**

Management of this limited liability company is reserved to its members, both of whom shall serve as the managers until the first annual meeting of members or until their successors are elected and qualifies. The names and addresses of the initial managers are as follows:

Cesar Conde, M.D.	Arthur Agatston, M.D.
4302 Alton Road #100	4302 Alton Road #710
Miami Beach, FL 33140	Miami Beach, FL 33140

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE**  
**AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 3059 Grand Avenue, Suite 300, Miami, Florida 33133, and the name of its initial registered agent at such address is Ziskind & Arvin, P.A., a Florida professional association.

**ARTICLE IX**  
**RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members only as provided in the Operating Agreement adopted by the members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the Operating Agreement adopted by the members.

**ARTICLE X**  
**CONTINUATION OF THE BUSINESS**

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 limited liability company, the remaining members shall have the right continue the business upon a majority vote of such remaining members.

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**ARTICLE XI**  
**AMENDMENT**

These Articles of Organization may be amended only by a majority vote of the members.

Executed this 23rd day of December, 2003.

AUTHORIZED REPRESENTATIVE:

ZISKIND & ARVIN, P.A.

By: 

Kenneth I. Arvin, Esq., Vice  
President

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Company is:

**PREDAT ASSOCIATES, L.L.C.**

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

Ziskind & Arvin, P.A.  
3059 Grand Avenue, Suite 300  
Miami, FL 33133

Pursuant to Section 608, Florida Statutes, the undersigned has been named to act as the registered agent of PREDAT ASSOCIATES, L.L.C., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 608, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the company and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the company.

Date: December 23, 2003

Ziskind & Arvin, P.A.

By: 

Kenneth I. Arvin, Esq.

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