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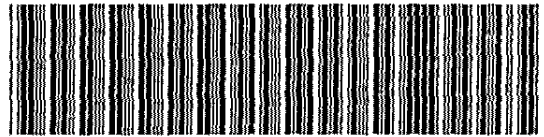
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J. ATWOOD TAYLOR, III*
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*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA
**ALSO ADMITTED IN CALIFORNIA

THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1A
SUITE 200
VERO BEACH, FLORIDA 32963
TELEPHONE (772) 231-4440
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August 17, 2004

LISA R. HAMILTON
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MICHAEL J. SWAN
OF COUNSEL

Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: IRV Medical Properties of Vero Beach, LLC

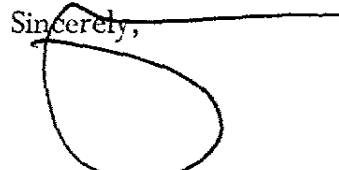
Ladies and Gentlemen:

In regard to the above, please find enclosed the Articles of Organization for filing with the Secretary of State's Office.

This firm's check in the amount of \$125.00 is also enclosed to cover your filing fee and the Registered Agent Designation fee for the new entity.

Thank you for your assistance and for sending your Certificate of Filing to the office in the enclosed, pre-prepared return envelope.

Sincerely,



J. Atwood Taylor, III

JAT:sms\F:\Taylor\Sherri\Corporations\SecState-LLC.L.doc

Encs.

CC: Mr. and Mrs. Kurt L. Wallach, w/encs.

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ARTICLES OF ORGANIZATION
FOR
IRV MEDICAL PROPERTIES OF VERO BEACH, LLC

1. **ARTICLES OF ORGANIZATION.**

ARTICLE I
NAME

The name of the Limited Liability Company is as follows:

IRV MEDICAL PROPERTIES OF VERO BEACH, LLC

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is as follows:

1717 - 20th Street, Suite 105, Vero Beach, Florida 32960

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ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by the sole member and the name and address of the member is as follows:

KURT L. WALLACH
1717 - 20th Street, Suite 105
Vero Beach, Florida 32960.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right to admit additional members and the terms and conditions of the admissions shall be determined, initially by the sole member; and if other members are admitted, then thereafter as follows:

All of the members named herein, unless they have been expelled or have filed bankruptcy or have withdrawn, retired, or died, shall collectively and only by unanimous consent agree to the admission of new members. Further restrictions on the admission of new members are set forth in a later executed agreement between the members.

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ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company have the right to continue the business 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 Limited Liability Company

ARTICLE VII
PURPOSE

This Limited Liability Company has been formed by the sole member for the purpose of purchasing, developing, selling, owning, leasing, mortgaging, or otherwise dealing in or disposing of real and personal property and for all other legal purposes to which the member may elect from time to time to put the said Limited Liability Company.

ARTICLE VIII
AMENDMENTS

Amendments to these Articles of Organization shall be effected in accordance with Chapter 608, *Florida Statutes*.

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ARTICLE IX
GOVERNANCE AND OPERATION

This Limited Liability Company shall be governed by the sole member in accordance with and shall operate according to a later executed agreement by the sole member.

IN WITNESS WHEREOF, the undersigned sole member has caused these presents to be executed on the date set forth below.


KURT L. WALLACH

Date: July 9, 2004

2. **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/
REGISTERED OFFICE.**

**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 AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **IRV MEDICAL PROPERTIES OF VERO BEACH, LLC.**
2. The name and address of the Registered Agent and Office is as follows:


J. ATWOOD TAYLOR, III
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963

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Having been named as Registered Agent and to accept service of process for the above stated 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.


J. ATWOOD TAYLOR, III

Date: ~~July~~ 12, 2004

 August

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