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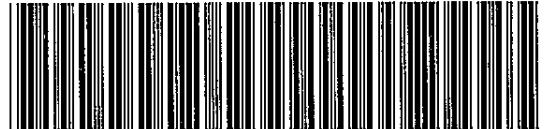
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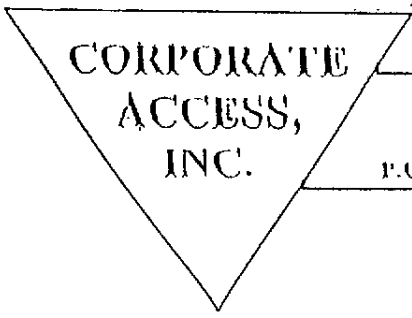
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- 1.) A + E Health Care of Tennessee, LLC  
(CORPORATE NAME & DOCUMENT #)
- 2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)
- 3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)
- 4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)
- 5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLES OF ORGANIZATION**  
of  
**A & E Health Care of Tennessee, LLC**

**EFFECTIVE DATE**  
11/24/04

The undersigned organizer hereby forms a Limited Liability Company under the laws of the State of Florida:

**ARTICLE I. COMPANY NAME**

The name of this Limited Liability Company is:

**A & E Health Care of Tennessee, LLC**

**ARTICLE II. MAILING ADDRESS OF LIMITED LIABILITY COMPANY**

The mailing address of this Limited Liability Company is:

Louise Jeroslow, Esq.  
Law Offices of Louise T. Jeroslow  
6075 Sunset Drive, Suite 201  
South Miami, FL 33143

**ARTICLE III. CONTRIBUTION**

The contribution of a member may be in cash, property, services rendered, or a promissory note. Membership interest is proportional to the contribution of the member. The Management Committee of this Limited Liability Company shall have the power to award additional units of ownership based on the contribution made. The Management Committee also has the power to provide for different classes or groups of members with different rights, powers and duties.

**ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE**

This Limited Liability Company shall commence its existence on November 24, 2004. This Company shall have perpetual existence.

**ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Company in the State of Florida and the Company's initial registered agent at that office shall be:

Louise Jeroslow, Esq.  
Law Offices of Louise T. Jeroslow  
6075 Sunset Drive, Suite 201  
South Miami, FL 33143

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**ARTICLE VI. MANAGEMENT**

The Limited Liability Company is to be managed by one or more managers and is therefore, a manager - managed company. The number of Management Committee members may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

**ARTICLE VII. ORGANIZER**

The name and street address of the person signing these Articles of Organization as the Organizer is:

Louise Jeroslow, Esq.  
Law Offices of Louise T. Jeroslow  
6075 Sunset Drive, Suite 201  
South Miami, FL 33143

**ARTICLE VIII. AMENDMENT**

These Articles of Organization may be amended in the manner prescribed by law, except that upon the issuance of units, every amendment must be approved by the Management Committee of the Limited Liability Company before it is submitted to the members of the Limited Liability Company for their approval.

**ARTICLE IX. INDEMNIFICATION**

Except as may otherwise be provided in the Bylaws of this Limited Liability Company, this Company shall indemnify its organizers, members and officers to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned subscribing organizer has hereunto set her hand and seal this 23<sup>rd</sup> day of November, 2004, for the purpose of forming this Limited Liability Company, for profit, under the laws of the State of Florida. 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 herein are true.

  
\_\_\_\_\_  
Louise T. Jeroslow, Esq.

**CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED  
AGENT UPON WHICH SERVICE OF PROCESS WITHIN THIS STATE  
MAY BE SERVED**

The following is submitted pursuant to § 608 Fla. Stat.. Having been appointed the registered agent of A & E Health Care of Tennessee, LLC , the undersigned hereby agrees to act in this capacity and affirms that it is familiar with and accepts the obligations of such position. 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 as provided for in § 608 Florida Statutes.

By: \_\_\_\_\_



Louise Jeroslow, Esq.  
Law Offices of Louise T. Jeroslow  
6075 Sunset Drive, Suite 201  
South Miami, FL 33143