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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 101333 96841A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 22, 2004

ORDER TIME : 11:29 AM

ORDER NO. : 101333-005

CUSTOMER NO: 96841A

CUSTOMER: Sidney Werner, Esq.
Piper, Ludin, Howie & Werner,
P.a.
5720 Central Avenue

St. Petersburg, FL 33707

FILED
04 DEC 22 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MED, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

OF

MED, LLC

FILED
04 DEC 22 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name. The name of the limited liability company is **MED, LLC** (hereinafter referred to as the "Company").

2. Period of Duration. Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company continue through December 31, 2075.

3. - Initial Registered Office And Registered Agent. The address of the initial registered office of the limited liability company is 5720 Central Avenue, St. Petersburg, FL 33707, and the name of the company's initial registered agent at that address is ERIC E. LUDIN.

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 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 as provided for in Chapter 608, F.S.


ERIC E. LUDIN, Registered Agent

4. Purpose. The purpose for which the Company is organized is to engage in ownership and management of real property, and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

5. - Address of Place of Business. The mailing address for the Company is 7601 - Ninth Street N., St. Petersburg, FL 33702, and the street address of the place of business for the Company is 7601 - Ninth Street N., St. Petersburg, FL 33702. These addresses may be changed from time to time as provided in the Operating Agreement.

6. Capital Contributions. Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members. The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

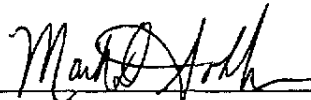
8. Continuity of Business. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.


9. Management. The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and Section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company.

10. Indemnification. Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

EXECUTED at St. Petersburg, Florida, on 12/21/04.

MED, LLC, a Florida limited liability company

By: 
Mark D. Sokolov
Member/Manager

By: 
David W. Piper
Member/Manager

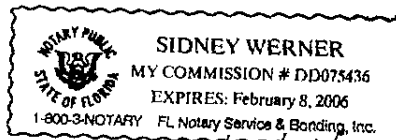
By: 
Edward Mackay
Member/Manager

STATE OF FLORIDA]
COUNTY OF PINELLAS]

THE FOREGOING INSTRUMENT was acknowledged before me on 12/21/04
by MARK D. SOKOLOV, as Member/Manager of **MED, LLC**, a Florida limited liability company,
who (☒) is personally known to me, or (☐) produced _____ as
identification.


NOTARY PUBLIC

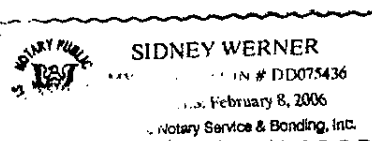
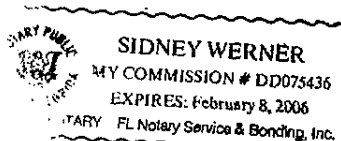
STATE OF FLORIDA]
COUNTY OF PINELLAS]



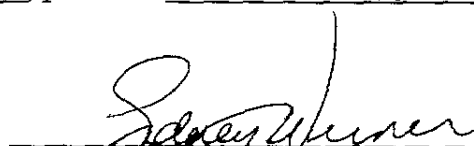
THE FOREGOING INSTRUMENT was acknowledged before me on 12/21/04
by DAVID W. PIPER, as Member/Manager of **MED, LLC**, a Florida limited liability company, who
(☒) is personally known to me, or (☐) produced _____ as
identification.


NOTARY PUBLIC

STATE OF FLORIDA]
COUNTY OF PINELLAS]



THE FOREGOING INSTRUMENT was acknowledged before me on 12/21/04
by EDWARD MACKAY, as Member/Manager of **MED, LLC**, a Florida limited liability company,
who (☒) is personally known to me, or (☐) produced _____ as
identification.


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