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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT:

Manchester Management, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven J. Romanello, Esq.
(Name of Person)

Romanello Professional Association
(Firm/Company)

11555 Heron Bay Blvd, Suite 200
(Address)

Coral Springs, FL 33076
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Steven Romanello at (954) 603.0122
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

Manchester Management, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on 1/5/2005 and assigned document number LD5000000 462.

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

See Exhibit "A" attached hereto and made a part hereof as though incorporated herein.

Dated February 18, 2005.

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[Signature]
Signature of a member or authorized representative of a member

KENNETH A. FELDMAN
Typed or printed name of signee

**ACTION TAKEN BY UNANIMOUS WRITTEN CONSENT
OF ALL MANAGERS AND MEMBERS OF
MANCHESTER MANAGEMENT, LLC
IN LIEU OF MEETING**

The undersigned being all the Managers and Members of Manchester Management, LLC (hereinafter referred to as the "Company"), hereby take the following action:

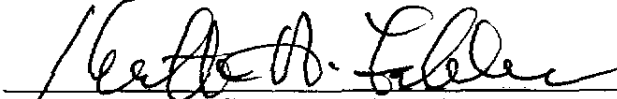
RESOLVED, the Company hereby removes the Essex Group, LLC, a Florida Limited Liability Company, Nova Guidance, LLC, a Florida Limited Liability Company, DIRM Management, LLC, a Florida Limited Liability Company, Graubert Family Management, LLC, a Florida Limited Liability Company, and SJC Management, LLC, a Florida Limited Liability Company, as all of the managers and members of the Company.

RESOLVED, the Company hereby appoints Kenneth A. Feldman, Alan S. Graubert, M.D., and James Cundiff as managers and members of the Company.

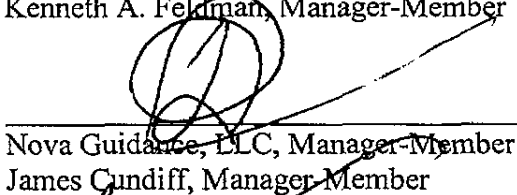
FURTHER RESOLVED, that any and all actions heretofore or hereafter taken by the Managers and Members of the Company within the terms of any of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Company.

This document may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

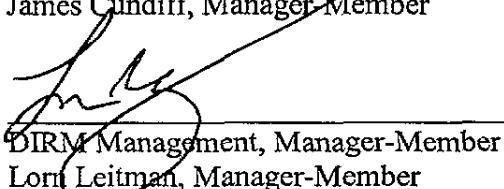
Executed: February 18, 2005



Essex Group, LLC, Manager-Member
Kenneth A. Feldman, Manager-Member




Nova Guidance, LLC, Manager-Member
James Cundiff, Manager-Member

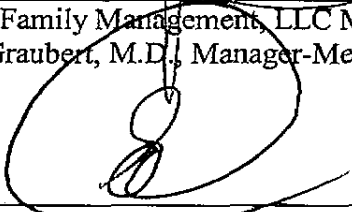


DIRM Management, Manager-Member
Lori Leitman, Manager-Member

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Graubert Family Management, LLC Manager-Member
Alan S. Graubert, M.D., Manager-Member



SJC Management, LLC, Manager-Member
Sanford J. Cohen, Manager-Member

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**AMENDED
ARTICLES OF ORGANIZATION
FOR
MANCHESTER MANAGEMENT
LIMITED LIABILITY COMPANY**

ARTICLE V

The Company is removing the following managing members/managers:

Title: MGR
ESSEX GROUP, LLC
12405 NW 63rd Street
Coral Springs, Florida 33076

Title: MGR
NOVA GUIDANCE, LLC
414 Alhambra Circle
Coral Gables, FL 33134

Title: MGR
DIRM MANAGEMENT, LLC
7700 N Kendall Drive, Suite 405
Miami, Florida 33156

Title: MGR
GRAUBERT FAMILY MANAGEMENT, LLC
2650 Oakmont Court
Weston, Florida 33332

Title: MGR
SJC MANAGEMENT, LLC
12550 SW 15th Street
Pembroke Pines, FL 33027

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The Company is adding the following members/managers:

Title: MGR/MEM
SANFORD COHEN
2900 Glades Circle, Suite 250
Weston, FL 33327

Title: MGR/MEM
LORN LEITMAN
7700 N Kendall Drive, Suite 401
Miami, FL 33156

Title: MGR/MEM
KENNETH A. FELDMAN
2900 Glades Circle, Suite 250
Weston, FL 33327

Title: MGR/MEM
ALAN S. GRAUBERT, M.D.
2900 Glades Circle, Suite 250
Weston, FL 33327

Title: MGR/MEM
JAMES A. CUNDIFF
440 South Babcock Street
Melbourne, FL 32901

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