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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
Account Number : 076624003440
Phone : (305) 444-6226
Fax Number : (305) 442-4829

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

ULTIMATE VMD, LLC.

Certificate of Status	1
Certified Copy	0
Page Count	03
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ARTICLES OF ORGANIZATION

OF

ULTIMATE VMD, LLC.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: ULTIMATE VMD, LLC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to 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 IV

The principal office and mailing address of this Limited Liability Company in the State of Florida is 7171 SW 62nd AVENUE, SUITE 301, MIAMI, FL 33143. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

That ULTIMATE VMD, LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOLA & FERNANDEZ-FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

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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 initial Manager shall be ANDRES PALOMO of 7171 SW 62nd AVENUE, SUITE 301, MIAMI, FL 33143.

WITNESS the hand and seal of the authorized representative of manager in Miami-Dade County, State of Florida, this 11th day of November, 2005.


CARLOS F. ARAZOZA
Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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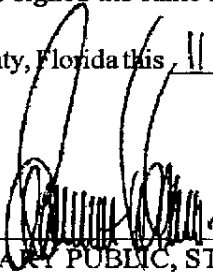
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, CARLOS F. ARAZOZA, the authorized representative of the manager of ULTIMATE VMD, LLC., for and on behalf of the entity, who is personally known to me, who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 11th day of November, 2005.



Laura Kohn
Commission #DD319617
Expires: May 16, 2008
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That ULTIMATE VMD, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Agent, of 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134, to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent



CARLOS F. ARAZOZA
Managing Director
Arazoza & Fernandez-Fraga, P.A.
Date: November 11, 2005

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