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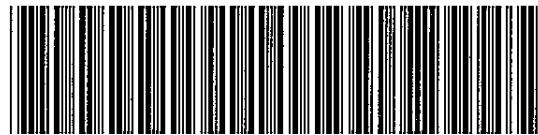
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THOMAS J. GALLO  
ATTORNEY, P.A.  
1546 BLOOMINGDALE AVENUE  
VALRICO, FLORIDA 33594  
(813) 413-8680

*Fax (813) 413-8399*  
THOMAS@GALLOLAW.FDN.com

November 21, 2005

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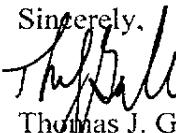
**RE: ARTICLES OF ORGANIZATION  
TAMPA BAY FERTILITY GROUP, L.L.C.**

Dear Sirs,

Enclosed please find an original and 1 copy of Articles of Organization for the above referenced Limited Liability Company.

I am enclosing my Trust account check for \$125, to cover the cost of filing fee and the registered agent fee for the Limited Liability Company. If the Articles meet with your approval, please send the conformation letter and the assigned document number to my attention.

Thank you for your cooperation in this matter. Please do not hesitate to contact my office if there are any questions, or if additional information is needed.

Sincerely,  
  
Thomas J. Gallo

TJG/kms  
Enclosures

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# **ARTICLES OF ORGANIZATION OF TAMPA BAY FERTILITY GROUP, L.L.C.**

## **ARTICLE I Name and Principal Place of Business**

The name of this limited liability company is TAMPA BAY FERTILITY GROUP, L.L.C.; the physical address of its principal office is 110 East Bloomingdale Avenue, Brandon, Hillsborough County, Florida 33511, and its mailing address is the same.

## **ARTICLE II Purposes**

This limited liability company is organized for the purpose of and shall have the power to engage in any activity or business authorized under the Florida Statutes and, in general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

## **ARTICLE III Management and Exercise of Powers**

Management of this limited liability company is reserved to the members. The names and addresses of the initial managing members are as follows:

GUILLERMO CACERES  
110 EAST BLOOMINGDALE AVENUE  
BRANDON, FLORIDA 33511

The powers of this limited liability company shall be exercised by or under the authority of, and the business and affairs shall be managed under, the direction of the members of this limited liability company.

This Article may be amended from time to time in accordance with the regulations of this

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TAMPA BAY FLORIDA  
as a natural  
person might or could do.

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limited liability company by majority vote of the members.

#### ARTICLE IV **Duration**

Except as provided below, this limited liability company shall exist in perpetuity or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

Upon the death, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in this limited liability company, this limited liability company shall be dissolved except upon consent of all remaining members.

#### ARTICLE V **Membership**

Except as provided otherwise in any applicable Members Agreement, new members of this limited liability company may only be admitted upon unanimous consent. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

Except as provided otherwise in any applicable Members Agreement, a member's interest in this limited liability company may not be sold, assigned, transferred, or conveyed without unanimous written consent of all members, and an assignee of an interest in this limited liability company may become a member only upon consent of all existing members.

#### ARTICLE VI **Capital Contributions**

Initial capital contributions valued in the amount of Five Hundred and no/100ths Dollars (\$500.00) shall be paid to this limited liability company by the members. Additional contributions will be made as required and as determined by unanimous consent of the members and will be made in such proportionate amounts as to maintain the capital accounts in the same proportion as arose from the original contribution set forth above.

#### ARTICLE VII **Profits and Losses**

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ARTICLES OF ORGANIZATION OF NEEDSOLVERS+, L.L.C.

- A. **Profits.** After payment of the expenses of this limited liability company, each member shall be entitled to a distributive share of the profits of this limited liability company in accordance with an agreed upon formula or, in the absence of such formula, in proportion to each members' then outstanding contributed and not returned capital. The distributive share of the profits shall be determined and paid to the members by December 31<sup>st</sup> of each year.
- B. **Losses.** Any losses which occur in the operation of this limited liability company shall be paid from the profits and capital of this limited liability company or, if the profits and capital are not sufficient to pay for these losses, by the members in proportion to their capital accounts.

**ARTICLE VIII**  
**Initial Registered Office and Registered Agent**

The street address of the initial registered office of this limited liability company is 110 East Bloomingdale Avenue, Brandon, Florida 33511, and the name of the initial registered agent of this limited liability company at that address is GUILLERMO CACERES.

## ARTICLE IX

### Amendments

This limited liability company reserves the right to amend or repeal any provision contained in this Articles of Organization or any amendment thereto upon the affirmative vote of the members representing a majority of then outstanding contributed and not returned capital of this limited liability company.

**IN WITNESS WHEREOF**, the undersigned, being the original members of this limited liability company, certifies that this instrument constitutes the Articles of Organization of TAMPA BAY FERTILITY GROUP, L.L.C.

ARTICLES OF ORGANIZATION OF NEEDSOLVERS+, L.L.C.

Executed this 21<sup>st</sup> day of November, 2005.

*Signed sealed and delivered in the presence of:*

*Witness Signature:*

*Marcia L. Gallo*

MARCIA L. GALLO

*Guillermo Caceres*

*Guillermo Caceres*

*Witness Signature:*

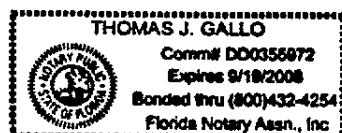
*Kathia Serrano*

KATHIA SERRANO

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on the 31<sup>st</sup> day of November, 2005, by Guillermo Caceres, who has produced a Florida Driver's License as personal identification.



Thomas J. Gallo  
THOMAS J. GALLO  
Notary Public, State of Florida  
My Commission Expires: Sept. 18, 2008

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