

12-09-05

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FROM: KERMAN, SENTERFITT

91-634-880

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

SPECIALTY DISEASE MANAGEMENT SERVICES - NY, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION**OF****SPECIALTY DISEASE MANAGEMENT SERVICES - NY, LLC**

Pursuant to the Florida Limited Liability Act, Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be SPECIALTY DISEASE MANAGEMENT SERVICES - NY, LLC.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in Section 608.402(24) of the Act) of the Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of the Company shall be 3030 Hartley Road, Suite 290, Jacksonville, FL 32257.

**ARTICLE IV
REGISTERED AGENT**

The initial registered office of the Company shall be 3030 Hartley Road, Suite 290, Jacksonville, FL 32257, and its initial registered agent at such office shall be Charles W. Smithers, Jr.

**ARTICLE V
ADDITIONAL MEMBERS**

Additional members (as the term "member" is defined in Section 608.402(21) of the Act) may be admitted at such times and on such terms and conditions as provided in the Operating Agreement of the Company.

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**ARTICLE VI
CONTINUATION OF BUSINESS**

The remaining members of the Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member or members in the Company as provided in the Act or the Operating Agreement of the Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

The Company will be a member managed company managed by one of its members in accordance with and subject to the requirements of the Act and the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned, being the Managing Member of the Company, has executed the Articles of Organization on behalf of the Company in accordance with Section 608.407(4) of the Act.

Dated this 8th day of December, 2005.

**SPECIALTY DISEASE MANAGEMENT
SERVICES, INC., Managing Member**

By: Charles W. Smithers, Jr.
Charles W. Smithers, Jr., Chief Financial Officer

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

SPECIALTY DISEASE MANAGEMENT SERVICES - NY, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates CHARLES W. SMITHERS, JR., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3030 Hartley Road, Suite 290, Jacksonville, Florida 32257.

Dated this 8th day of December, 2005.

SPECIALTY DISEASE MANAGEMENT SERVICES,
INC., Managing Member

By: Charles W. Smithers, Jr.
Charles W. Smithers, Jr., Chief Financial Officer

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to accept the 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.

Dated this 8th day of December, 2005.

Charles W. Smithers, Jr.
Charles W. Smithers, Jr.

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