

LD000000946009

Kathy L. Fernandez
(Requestor's Name)

12973 Telecom Parkway
(Address)

Suite 100
(Address)

Temple Terrace, FL 33637
(City/State/Zip/Phone #)

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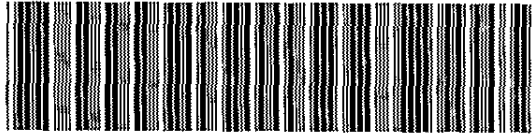
(Business Entity Name)

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9/25/06

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**ARTICLES OF ORGANIZATION
OF
AXIS PALLIATIVE HEALTHCARE, LLC**

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I

Name

The name of the limited liability company is Axis Palliative Healthcare, LLC.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Company is 12973 Telecom Parkway, Suite 100, Temple Terrace, Florida 33637.

ARTICLE III

Initial Registered Agent and Office

The street address of the initial registered office of the Company is 12973 Telecom Parkway, Suite 100, Temple Terrace, Florida 33637, and the name of its initial registered agent at that address is Kathy L. Fernandez.

ARTICLE IV

Divisional Status for Tax Purposes and Exemption.

For purposes of (1) tax reporting to the Internal Revenue Service, (2) Chapter 220 of the Florida Statutes in connection with the state corporate income tax provisions and (3) the clinical licensure exemption provisions of Florida Statutes Section 400.9905, the Company shall be disregarded as an entity separate from its sole Member, the Company's operations shall be treated as a branch or division of its sole Member, and the Company shall derive its tax exempt status from and through its sole Member, which is an organization that is exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described, and designated as such, in Section 501(c)(3) of the Internal Revenue Code, and which shall include, in such Member's own annual information returns, information pertaining to the finances and operations of the Company. For all other purposes, including but not limited to any other state corporate laws, each of the Company and the sole Member shall be deemed separate entities.

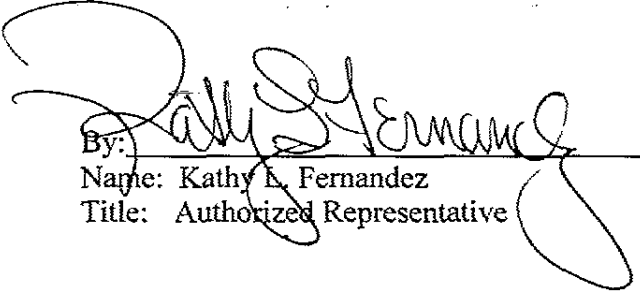
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ARTICLE V
Effective Date

The effective date of filing of these Articles of Organization shall be September 26, 2006.

Dated this 25 day of September, 2006.

By: 

Name: Kathy L. Fernandez

Title: Authorized Representative

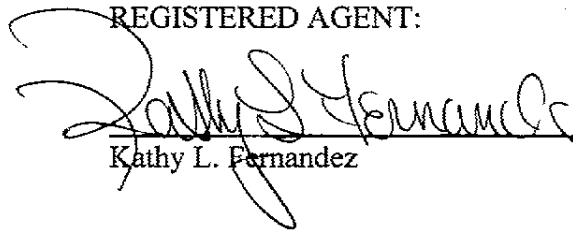
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Axis Palliative Healthcare, LLC, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 25 day of September, 2006.

REGISTERED AGENT:



Kathy L. Fernandez

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