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From: BRENNAN, MANNA &amp; DIAMOND, P.L.

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**EMERALD COAST INSTITUTE, P.L.**

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**ARTICLES OF ORGANIZATION  
OF  
EMERALD COAST INSTITUTE, P.L.  
A Florida Professional Service Limited Liability Company**

The undersigned authorized representative of a member, for the purpose of forming a professional limited liability company, for profit, under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, adopts and files the following Articles of Organization:

**ARTICLE I - NAME**

The name of the professional limited liability company shall be: **EMERALD COAST INSTITUTE, P.L.** (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and principal office address of the Company shall be 126 Snapdragon Drive, Navarre, Florida 32566.

**ARTICLE III - EFFECTIVE DATE; DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided by law or pursuant to the terms of the Company's Operating Agreement.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida is Brennan, Manna & Diamond, P.L., 76 South Laura Street, Suite 2110, Jacksonville, Florida 32202.

**ARTICLE V - PURPOSES**

The purpose for which this professional service limited liability company is initially organized is to engage in every phase and aspect of the practice of medicine, rendering the same professional services to the public that a doctor, duly authorized under Florida laws is authorized to render, but such services will be rendered only through the company's officers, employees and agents who are duly authorized under Florida laws to practice medicine. The company also may engage in any or all lawful business which professional service limited liability companies practicing medicine may engage in under the Florida Professional Service Limited Liability Company Act.

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**ARTICLE VI - MANAGEMENT**

The professional service limited liability company is to be manager-managed company in accordance with the Company's Operating Agreement. The name and street address of its Manager is:

Thomas W. Bender III, M.D.  
1762 Snapdragon Drive  
Navarre, Florida 32566

**ARTICLE VII  
MEMBERS**

Interest in this professional service limited liability company shall be issued only to individuals who are duly licensed to render medical services under the laws of the State of Florida, or to professional corporations or professional service limited liability companies legally authorized under the laws of the State of Florida to render professional medical services:

**ARTICLE VIII  
DISQUALIFICATION OF MEMBERS, OFFICERS, AGENT, AND EMPLOYEES**

If any officer, member, manager, agent or employee of this professional service limited liability company who has been rendering professional medical services to the public, becomes legally disqualified to render such services within the State or accepts employment which, pursuant to existing laws, places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall sever all employment with, and financial interest in, this professional service limited liability company forthwith.

**ARTICLE IX  
VOTING TRUSTS**

No member of this professional service limited liability company shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his membership interest.

**ARTICLE X  
INDEMNIFICATION**

To the fullest extent permitted by law, this professional service limited liability company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the company or is or was serving at the request of the company as a manager, managing member, director, or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the Operating Agreement of the company. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything contain or restrict the right of the company to

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indemnify or reimburse such person in any proper case even though not specifically provided for herein.

**ARTICLE X  
AMENDMENT**

These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as an authorized representative of a member at Jacksonville, Florida on this 4th day of April, 2007.

  
Randal C. Fairbanks  
Authorized Representative

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, **RANDAL C. FAIRBANKS**, a member of the entity listed in the Articles of Organization of **EMERALD COAST INSTITUTE, P.L.**, and designated to serve as registered agent for this Company, hereby (i) consents on the entity's behalf to accept service of process for the Company at the place designated in the Articles of Organization, (ii) accepts on the entity's behalf the appointment as registered agent, and (iii) agrees on the entity's behalf that it will act in this capacity. The undersigned further agrees on the entity's behalf that it will comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of the position of registered agent.

**BRENNAN, MANNA & DIAMOND, P.L.**

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**Randal C. Fairbanks**  
Member

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