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**THERESA A. RETH**  
**Attorney at Law**  
**108 North Magnolia Avenue**  
**Suite 103B**  
**Ocala Florida 34475**  
**(352) 732-7878**  
**fax: (352) 732-7443**

**FEDERAL EXPRESS**

May 11, 2007

Division of Corporations  
Florida Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee FL 32301

**RE: Center for Comprehensive Palliative Care LLC**

Dear Sirs:

Enclosed please find the original and one copy each of the Articles of Organization and Certificate of Registered Agent regarding the above captioned limited liability company, as well as my check in the sum of \$155.00. Kindly please confirm the filing and provide this office with the certified copy of same. Thank you.

Very truly yours,

  
THERESA A. RETH

TAR/ga  
Encl. (5)  
cc: Client

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**ARTICLES OF ORGANIZATION  
OF  
CENTER FOR COMPREHENSIVE PALLIATIVE CARE L.L.C.**

The undersigned, hereby forms a limited liability company, under Chapter 608, Florida Statute, providing for the formation, rights, powers, privileges and immunities of limited liability companies; and furthermore, declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE 1.**

**Name**

Name. The name of the limited liability company shall be Center for Comprehensive Palliative Care (Company).

**ARTICLE 2.**

**Principal Place of Business**

The principal place of business of the company shall be 3231 SW 34<sup>th</sup> Avenue, Ocala, Florida 34474. The mailing address for the company shall be P. O. Box 4860, Ocala, Florida 34478-4860.

**ARTICLE 3.**

**Duration**

This limited liability company shall have perpetual existence unless or until dissolved in a manner provided by law or as provided in the Company's Operating Agreement.

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**ARTICLE 4.**

**Registered Office and Agent**

The name and street address of the Registered Agent of the company, in the State of Florida, shall be Alice J. Privett, 3231 SW 34<sup>th</sup> Avenue, Ocala, Florida 34474.

**ARTICLE 5.**

**Purposes and Powers**

This limited liability company is organized to engage in any and all activity or business authorized under the Florida Statutes. Specifically, this limited liability company is organized to provide palliative care services and support to health care providers and/or patients and their families, in North Central Florida.

**ARTICLE 6.**

**Members**

The initial member of this company shall be Hospice of Marion County, Inc. No additional member shall be admitted, unless the additional member is a Section 501(c)(3) tax-exempt entity pursuant to the Internal Revenue Code, as is Hospice of Marion County, Inc. and except with the unanimous written consent of all existing members and on such terms and conditions as shall be determined by all existing members.

**ARTICLE 7.**

**Transferability of Memberships**

No member's interest may be transferred in whole or in part, directly or indirectly, except pursuant to the terms and conditions of the Operating Agreement.

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**ARTICLE 8.**

**Management of Business**

This company is to be managed by one or more managers and is therefore a manager-managed company, elected as provided in the Operating Agreement of the company.

**ARTICLE 9.**

**Termination of Existence**

The company may be dissolved as provided by law, or in the Company Operating Agreement.

**ARTICLE 10.**

**Liability of Members and Managers**

Neither the members of this limited liability company nor the managers of this limited liability company are liable, solely by reason of being a member or serving as a manager, under a judgment, decree, or order of the Court, or in any other manner for a debt, obligation or liability of the limited liability company. The limited liability company shall, pursuant to the terms and conditions of its Operating Agreement, provide for the indemnification of its members and managers.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ocala, Florida this 10<sup>th</sup> day of May, 2007.

HOSPICE OF MARION COUNTY, INC.



By: Alice J. Privett, President/CEO  
Member

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

COUNTY OF MARION

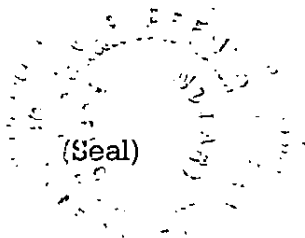
I hereby certify that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared Alice J. Privett, to me known to be the person described herein and who is known to me, executed the foregoing Articles of Organization, and she acknowledged before me that she subscribed to these Articles of Organization and who did not take an oath.

WITNESS my hand and official seal this 10<sup>th</sup> day of May, 2007.

*Brenda J. Pavone*

Notary Public, State of Florida

My commission expires: *July 30, 2007*



**BRENDAL PAVONE**  
Notary Public, State of Florida  
My Comm. Expires July 30, 2007  
No. DD236343

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT-REGISTERED OFFICE OF  
CENTER FOR COMPREHENSIVE PALLIATIVE CARE L.L.C.**

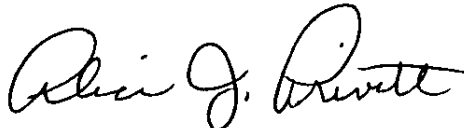
Pursuant to the provisions of Section 608.415, Florida Statutes, and Section 608.407(1)(b) Florida Statutes, the Limited Liability Company identified below, submits the following statement in designating its Registered office and Registered Agent in the State of Florida.

The name of the Limited Liability Company is:

**CENTER FOR COMPREHENSIVE PALLIATIVE CARE L.L.C.**

The name of the Registered Agent for CENTER FOR COMPREHENSIVE PALLIATIVE CARE L.L.C. is: Alice J. Privett, 3231 SW 34<sup>th</sup> Avenue, Ocala Florida 34474

This statement is to acknowledge that CENTER FOR COMPREHENSIVE PALLIATIVE CARE L.L.C. as indicated above, has appointed me, ALICE J. PRIVETT, as its Registered Agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.



ALICE J. PRIVETT, as Registered Agent  
For **CENTER FOR COMPREHENSIVE  
PALLIATIVE CARE L.L.C.**

DATED:

*May 10, 2007*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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