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SECRETARY OF STATE

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FLORIDA DEPARTMENT OF STATE Division of Corporations

October 1, 2007

LAW OFFICES OF MARTIN B. SCHWARTZ, P.A. 324 N. DALE MABRY HIGHWAY, STE. 303 TAMPA, FL 33709

SUBJECT: R & W MEDICAL, LLC Ref. Number: W07000048518

We have received your document for R & W MEDICAL, LLC, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$125.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Letter Number: 807A00057320

Leslie Sellers Document Specialist

ivision of Cornerations - P.O. ROY 6397 Tallaharges, Florida 39314

ARTICLES OF ORGANIZATION OF

R & W Medical, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is **R & W Medical, LLC** (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. <u>Purpose</u>.

The purpose for which the Company is organized is to engage in investing, researching, developing, and marketing medical devices and products for use in medical practices and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

Address Of Place Of Business.

The mailing address for the Company is <u>5807 Galleon Way, Tampa, Fl 33615</u> and the street address of the place of business for the Company is <u>5807 Galleon Way, Tampa, Fl 33615</u>. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Law Offices of Martin B. Schwartz, and the initial registered office is located at 324 Dale Mabry Hwy, Suite 303, Tampa, Fl 33609.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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 as provided for in Chapter 608, F.S.

Registered Agent's Signature: Martin B. Schwartz

6. Capital Contributions.

ARTICLES OF ORGANIZATION OF

R & W Medical, LLC

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company.

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

11. Members.

Member: Robert Norman of 5807 Galleon Way, Tampa, Fl 33615

Member: William Eng of 9821 Tree Tops Lake Road, Tampa, Fl 33626

Executed at Tampa, Florida, on August 15, 2007

Signature of Authorized Representative: Martin B. Schwartz, Esq.

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS DOCUMENT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.