

**W07000112603**

Florida Department of State  
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**T. CLINE**

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**LLC AMND/RESTATE/CORRECT OR M/M REVISION****WALDEMERE VENTURES, LLC**

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
WALDEMERE VENTURES, LLC**

Pursuant to *Florida Statutes* § 608.411, the Articles of Organization of **WALDEMERE VENTURES, LLC** filed on November 6, 2007, and assigned Document Number L07000112603, are hereby amended as follows:

Article IV of the Articles of Organization is hereby deleted in its entirety and replaced with the following new Article IV:

**ARTICLE IV. MANAGEMENT**

The Company shall be managed by two (2) managers (who shall be designated as "Managers") and is, therefore, a manager-managed limited liability company. The initial Managers are:

**Brad S. Lerner, M.D.**, having a business address at c/o LernerCohen Healthcare, P.A., 1921 Waldemere Street, Suite 814, Sarasota, Florida 34239, and

**Paul R. Marcus or Jonathan G. Davis**, having a business address at c/o Davis Marcus Partners, Inc., One Appleton Street, Boston, Massachusetts 02116.

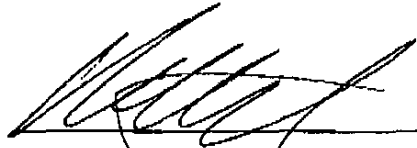
The rights, duties, obligations and authority of the Managers shall be set forth in the Operating Agreement of the Company. Other than the filing of these Articles, no person, other than the Managers, is authorized to execute documents to be filed with the Florida Department of State or to otherwise bind or transact business on behalf of the Company.

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IN WITNESS WHEREOF, the undersigned person, as an Authorized Representative of this limited liability company, has executed these Articles of Amendment on the 22<sup>nd</sup> day of January 2008.

  
Robert S. Stroud, Esq.  
Authorized Representative

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