

11-30-2007

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

ANNA &amp; DIAMOND, P.L.

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Florida Department of State  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**SEBASTIAN INTERNAL MEDICINE ASSOCIATES, P. L.**

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**ARTICLES OF ORGANIZATION  
OF  
SEBASTIAN INTERNAL MEDICINE ASSOCIATES, P. L.**

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: **SEBASTIAN INTERNAL MEDICINE ASSOCIATES, P. L.** (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and principal office address of the Company shall be: 8005 Bay St, Suite 1, Sebastian FL 32968.

**ARTICLE III - EFFECTIVE DATE; DURATION**

On the date these Articles of Organization are filed with the Department of State, the Company shall exist as a Florida professional limited liability company. 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 registered agent of the Company in the State of Florida is:  
Brennan, Manna & Diamond, P.L., 76 South Laura Street, Ste. 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.

**ARTICLE VI - MANAGEMENT**

The Company is to be managed by the Members in accordance with the Company's Operating Agreement. The names and street addresses of the Members of the Company are:

Michael A. Venazio, M. D., 8005 Bay St, Suite 1, Sebastian, FL 32968

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as an authorized representative of a member at Jacksonville, Florida on this 30th day of November, 2007.

  
Randal C. Fairbanks  
Authorized Representative

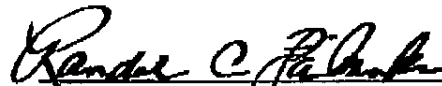
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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, Randal C. Fairbanks, a member of Brennan, Manna & Diamond, P.L., the entity listed in the Articles of Organization of **SEBASTIAN INTERNAL MEDICINE ASSOCIATES, P. L.**, 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.**

Randal C. Fairbanks  
Member

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