

Division of Corporations

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Florida Department of State
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LERNERCOHEN HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
OF
LERNERCOHEN HOLDINGS, LLC**

The undersigned authorized representative hereby subscribes to these Articles of Organization to form a limited liability company ("Company") under the Florida Limited Liability Company Act (Chapter 608, *Florida Statutes*) and in accordance with *Florida Statutes* § 608.407.

Article I - Name

The name of the limited liability company is "LERNERCOHEN HOLDINGS, LLC".

Article II - Mailing Address and Street Address of Principal Office

The mailing address and the street address of the principal office is 1921 Waldemere Street, Suite 814, Sarasota, Florida 34239.

Article III - Name and Street Address of Initial Registered Agent

The name and street address of the Company's initial registered agent is Black, Walters, Held & Johnson, P.A., 802 11th Street West, Bradenton, Florida 34205.

Article IV - Management

The Company shall be managed by its Members (who shall be designated as "Managing Members") and is, therefore, a member-managed limited liability company. The initial Managing Members are:

Brad S. Lerner, M.D., having a business address at 1921 Waldemere Street, Suite 814, Sarasota, Florida 34239, and

Louis M. Cohen, M.D., having a business address at 1921 Waldemere Street, Suite 814, Sarasota, Florida 34239.

The rights, duties, obligations and authority of the Managing Members shall be set forth in the Operating Agreement of the Company. Other than the filing of these Articles, no person, other than the Managing Members, 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.

Article V - Purpose

The principal business and purpose of the Company is to engage in any and all lawful business activities related to or incidental to those purposes.

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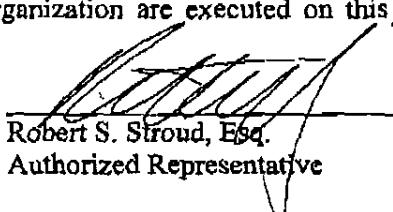
Article VI - Transfers of Membership Interest

The Company's members may only transfer membership interests in accordance with the specific provisions of the Operating Agreement of the Company. Any transfer in violation of these Articles or the Operating Agreement of the Company shall be deemed null and void.

Article VII - Existence

In accordance with *Florida Statutes* § 608.409, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Florida Department of State's date and time endorsement, and shall be perpetual.

IN WITNESS WHEREOF, these Articles of Organization are executed on this 30th day of November 2007.


Robert S. Stroud, Esq.
Authorized Representative

Prepared by:
Robert S. Stroud, Esq.
Florida Bar No. 0783781
Blalock, Walters, Held & Johnson, P.A.
802 11th Street West
Bradenton, Florida 34205

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for LERNERCOHEN HOLDINGS, LLC at the place designated in these articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, *Florida Statutes*.

BLALOCK, WALTERS, HELD & JOHNSON, P.A.

By: 
Clifford L. Walters, President