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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**WOMEN'S CARE SPECIALISTS WMP, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
WOMEN'S CARE SPECIALISTS WMP, 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 "WOMEN'S CARE SPECIALISTS WMP, 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 802, 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 Blalock, 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:

Neil B. Pollack, M.D., having a business address at 1921 Waldemere Street, Suite 802, Sarasota, Florida 34239, and

Ruth Y. Dyal, M.D., having a business address at 1921 Waldemere Street, Suite 802, Sarasota, Florida 34239, and

Michael M. Shroder, M.D., having a business address at 1921 Waldemere Street, Suite 802, Sarasota, Florida 34239, and

Greg A. Towsley, M.D., having a business address at 1921 Waldemere Street, Suite 802, Sarasota, Florida 34239, and

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.

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**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.

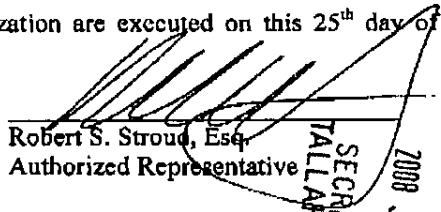
**Article VI – Transfers of Membership Interest**

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 25<sup>th</sup> day of January, 2008.

  
Robert S. Stroud, Esq.  
Authorized Representative

Prepared by:  
Robert S. Stroud, Esq.  
Florida Bar No. 0783781  
Blalock, Walters, Held & Johnson, P.A.  
802 11<sup>th</sup> 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 WOMEN'S CARE SPECIALISTS WMP, 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: 

Jonathan D. Fleece, Vice President