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Division of Corporations

PHELPS DUNBAR LLP

NO. 6792 Page 1

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From: DENNIS MANELL  
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Account Number : I20050000191  
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

BRUCE B. DOWNS PROFESSIONAL CENTER, LLC

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**ARTICLES OF ORGANIZATION****FOR****BRUCE B. DOWNS PROFESSIONAL CENTER, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be Bruce B. Downs Professional Center, LLC ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be 27001 U.S. Highway 19 North, Suite 2095, Clearwater, Florida 33761.

**ARTICLE III -- DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV -- PURPOSE**

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the laws of the State of Florida.

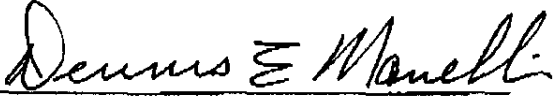
**ARTICLE V -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Dennis E. Manelli, Esquire, c/o Phelps Dunbar LLP, 100 South Ashley Drive, Suite 1900, Tampa, Florida 33602.

**ARTICLE VI -- MANAGEMENT**

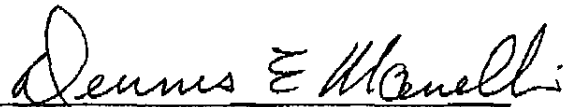
The Company shall be a member-managed company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Tampa, Florida, on this 28<sup>th</sup> day of February, 2008.

  
DENNIS E. MANELLI  
As Authorized Representative

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of BRUCE B. DOWNS PROFESSIONAL CENTER, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the articles of organization, and 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 relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



DENNIS E. MANELLI  
Registered Agent

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