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CARLTON FIELDS

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PROMED SUNSET, LLC

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FAX AUDIT NO. H080001449613

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PROMED SUNSET, LLC

The undersigned acting as the authorized representative of a Member of PROMED SUNSET, LLC, a Florida limited liability company (the "Company"), whose Articles of Organization were originally filed with the Florida Department of State on May 7, 2008, under document number L08000045707, hereby adopts these Amended and Restated Articles of Organization which amend, restate, and replace the original Articles of Organization and all amendments thereto in their entirety:

ARTICLE ONE

NAME

The name of the limited liability company is: ProMed Sunset, LLC.

ARTICLE TWO

ADDRESS

The street address and the mailing address of the Company is: 1660 N.E. Miami Gardens Drive, Suite B, North Miami Beach, FL 33179.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: ProMed Property Management, Inc., 1660 N.E. Miami Gardens Drive, Suite Eight, North Miami Beach, Florida 33179.

ARTICLE FOUR

MANAGEMENT

The Company will be a manager-managed company.

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ARTICLE FIVE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE SIX

PURPOSE

The sole purpose of the Company is to (a) acquire, own, hold, manage, maintain, operate, improve, develop, renovate, construct, sell, exchange, transfer, assign, insure, vacate or lease the Property (as hereinafter defined) or any portion thereof, or prosecute or defend any and all legal proceedings relating to the Property and otherwise use the Property; (b) borrow money, finance, refinance and issue evidence of indebtedness in furtherance of any or all of the objectives of the Company's business and to secure the same by mortgage, pledge or other liens; and (c) do any and all other acts or things that may be necessary or incidental to carry on the business of the Company as described in clauses (a) and (b). The Company is not authorized to, and shall not, engage in any business other than as described in this Article Six.

"Property" shall mean the land and improvements commonly known as the Sunset Professional Building, located at 6280 Sunset Drive, South Miami, Florida, as now or hereafter existing from time to time, and all rights, properties (both tangible and intangible property) and interests now or hereafter used or useful in connection therewith or appertaining thereto.

The Company does not own and shall not acquire or own any real property other than the Property.

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IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been executed by an authorized representative of a Member of the Company as of May 8, 2008.



Roger S. Goldman,
Authorized Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for ProMed Sunset, LLC, a Florida limited liability company, in the foregoing Amended and Restated Articles of Organization, I, SEAN KANOV, on behalf of PROMED PROPERTY MANAGEMENT, INC., a Florida corporation, hereby agree to accept service of process for ProMed Sunset, LLC, and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of said position.

PROMED PROPERTY MANAGEMENT, INC.
a Florida corporation

By: _____

Sean Kanov,
Authorized Representative

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