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FLORIDA/FOREIGN LIMITED LIABILITY CO

Cho PrimeCare, LLC

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T. CLINE

DEC 18 2008

EXAMINER

FROM

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**ARTICLES OF ORGANIZATION  
OF  
CHO PRIMECARE, LLC**

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the Company shall be: **Cho PrimeCare, LLC.**

**ARTICLE II  
ADDRESS OF BUSINESS**

The mailing and street address for the Company's principal office is: 14451 Bruce B. Downs Blvd., Tampa, Florida 33613.

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV  
GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**ARTICLE V  
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the members.

Tina E. Dunsford, Esquire  
Florida Bar # 0624721  
Foley & Lardner LLP  
100 N. Tampa Street, Suite 2700  
Tampa, Florida 33602  
Phone 813-229-2300

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## **ARTICLE VI RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

## **ARTICLE VII RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in the Operating Agreement or other agreement adopted by the members.

## **ARTICLE VIII OPERATING AGREEMENT**

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

## **ARTICLE IX INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's initial registered office in Florida is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the initial Registered Agent at such address is F&L Corp. The Company may change its registered office or its registered agent or both by filing with the Secretary of State of Florida a statement complying with Section 608.416, Florida Statutes.

## **ARTICLE X ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization for

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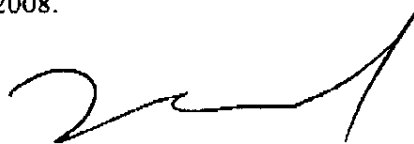
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**Cho PrimeCare, LLC.** These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interest of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization on this 17<sup>th</sup> day of December, 2008.



Tina E. Dunsford, Esq  
Authorized Representative

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**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Chapter 608, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

**DATED** this 17th day of December, 2008.

**F&L CORP.**

By: 

Name: Martin A. Traber

Title: Vice President

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