

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6383

From: Angelica M. Chiru, Paralegal

Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLP  
Account Number : I20070000136  
Phone : (305) 779-3564  
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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## OICP REPH LLC

|                       |          |
|-----------------------|----------|
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J. BRYAN

MAR 16 2009

EXAMINER

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FAX AUDIT #R09000059428

**ARTICLES OF ORGANIZATION  
OF  
OICP REPH LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is OICP REPH LLC (the "Company").

**ARTICLE II  
ADDRESS**

The principal office address of the Company is:

780 N.W. 42<sup>nd</sup> Avenue  
Suite 601  
Miami, FL 33126

The mailing address of the Company is:

780 N.W. 42<sup>nd</sup> Avenue  
Suite 601  
Miami, FL 33126

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC  
2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, Florida 33134

**ARTICLE IV  
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

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**ARTICLE V**  
**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager shall serve in such capacity until its successor is duly elected and qualified.

The name and address of the initial Manager are as follows:

| <u>Title:</u> | <u>Name and Address:</u>                                                    |
|---------------|-----------------------------------------------------------------------------|
| Manager       | REPH Management LLC<br>780 N.W. 42nd Avenue<br>Suite 601<br>Miami, FL 33126 |

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**ARTICLE VI**  
**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

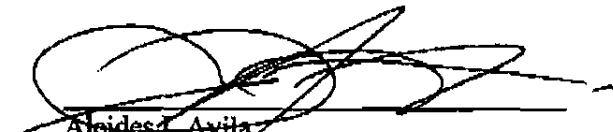
**ARTICLE VII**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VIII**  
**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 13th day of March, 2009.

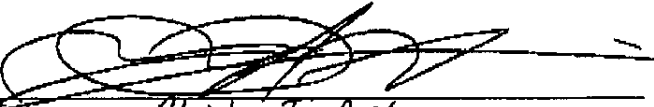
  
Aroides L. Avila  
Duly Authorized Representative of a Member

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### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for **OICP REPH LLC** to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 13th day of March, 2009.

INTERAMERICAN CORPORATE SERVICES LLC

By:   
Print Name: Alcides L. Avila  
Title: Manager

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