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FROM: Kramer, Green, et al

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FLORIDA/FOREIGN LIMITED LIABILITY CO.  
SMITH & KUTNER, M.D., P.L.

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**ARTICLES OF ORGANIZATION FOR**

**SMITH & KUTNER, M.D., P.L.**

**a Florida Professional Limited Liability Company**

The undersigned, in forming a Florida Professional Limited Liability Company ("Company") under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Organization for such Company.

**ARTICLE I - NAME**

The name of the Company is SMITH & KUTNER, M.D., P.L.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 10095 N. Kendall Drive, Suite 102, Miami, FL 33176.

**ARTICLE III - PURPOSE**

The Company is organized for the purpose of engaging in the business of rendering professional medical services in the State of Florida by and through the Company's members, officers, employees and agents, as those terms are used in Section 621.06 (or successor legislation), Florida Statutes, who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida, and transacting any and all other lawful business that the company may engage in under Chapter 621, Florida Statutes, as may be amended from time to time, including investing the funds of the Company in real estate, mortgages, stocks, bonds, or any other type of investment, or owning real or personal property necessary for the rendering of said professional medical services.

**ARTICLE IV - DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE V - MEMBER UNITS**

Prepared by Robert M. Kramer, FL Bar No. 181940, 4000 Hollywood Boulevard, Suite 485-South, Hollywood, FL 33021, Telephone 954-966-2112, Facsimile 954-981-1605.

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The Company is authorized to issue 10,000 Units of membership interest, which Units shall evidence the interest of the members of the Company, which Units shall be designated "Member Units." The interest of the members of the Company shall be evidenced by the Certificate of Company Units issued by the Company and setting forth the number of Member Units issued and outstanding in the name of such member.

#### ARTICLE VI - MANAGEMENT

6.1 The Company has a board of managers and the business and affairs of the Company shall be managed by or under the direction of its board of managers. No member of the Company, in such capacity as a member, shall have any right or authority to act for or to bind the Company.

6.2 The board of managers of the Company shall consist of two (2) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify. The names and addresses of the initial managers of the Company are:

Eric S. Smith  
10095 N. Kendall Dr  
Suite 102  
Miami, FL 33176

Mark E. Kutner  
10095 N. Kendall Dr  
Suite 102  
Miami, FL 33176

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#### ARTICLE VII - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial Registered Agent of the Company is Robert M. Kramer at 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021.

#### ARTICLE VIII - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Company, as set forth in the Regulations of the Company.

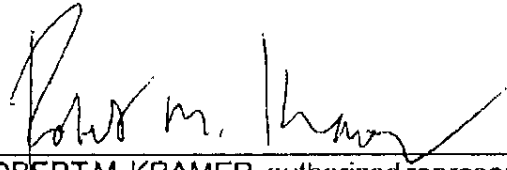
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IN WITNESS WHEREOF, the undersigned, being an authorized representative of

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the members of the Company, has executed these Articles of Organization this 4<sup>th</sup> day of January, 2010.



ROBERT M. KRAMER, authorized representative  
of the members of the Limited Liability Company

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Professional Limited Liability Company is SMITH & KUTNER, M.D., P.L.
2. The name and the Florida street address of the registered agent are:

Robert M. Kramer  
4000 Hollywood Boulevard  
Suite 485-South  
Hollywood, FL 33021

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
ROBERT M. KRAMER, Registered Agent

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