

L10000003504

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SEP 30 2010

EXAMINER

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September 23, 2010

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL
(850) 245-6051

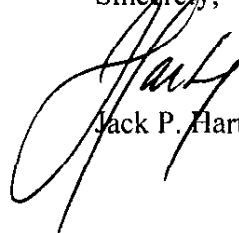
Re: Amended & Restated Articles of Organization of Clinica Venamer, LLC.

Enclosed please find an original and one (1) copy of the Amended and Restated Articles of Organization for the above, and a check for \$25.00 as a filing fee.

Please return all correspondence concerning this matter to the undersigned.

Thank you.

Sincerely,



Jack P. Hartog

cc Gianpaolo Belmonte
345489 v1

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

CLINICA VENAMER, LLC (the "Company") filed its original Articles of Organization with the Florida Department of State on January 11, 2010, with an effective date of January 7, 2010 (the "Original Articles") and was assigned document number L10000003504. These Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411, *Florida Statutes*.

ARTICLE I – Name:

The name of the Limited Liability Company is:

CLINICA VENAMER, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

10200 NW 25TH STREET
UNIT #114
DORAL, FL 33172

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

JACK P. HARTOG, ESQ.
GRAYROBINSON, P.A.
1221 BRICKELL AVENUE, SUITE 1600
MIAMI, FL 33131

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 as provided for in Chapter 608, F.S.




REGISTERED AGENT'S SIGNATURE

Article IV – Management:

The Limited Liability Company is to be managed by one or more managers and is, therefore, a “manager–managed” limited liability company.

In accordance with section 608.408(3), Florida Statutes, the execution of these Amended and Restated Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Signature of authorized representative of a member

Jack P. Hartog, Esq.

Typed or printed name of signee

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