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FLORIDA LIMITED LIABILITY CO.
MARIANNE C. McAULIFFE, LCSW, P.L.

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ARTICLES OF ORGANIZATION

OF

MARIANNE C. McAULIFFE, LCSW, P.L.

The undersigned subscriber to these Articles of Organization, desiring to form a professional limited liability company pursuant to the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, and being a natural person competent to contract, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a professional limited liability company under the laws of the State of Florida.

ARTICLE I (NAME)

The name of this professional limited liability company is MARIANNE C. McAULIFFE, LCSW, P.L. (the "Company").

ARTICLE II (DURATION)

The Company shall have perpetual duration.

ARTICLE III (PURPOSE)

The Company shall have all of the powers stated in the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, as such chapter presently exists and may hereafter be amended. However, the Company is organized for the specific purpose of rendering professional medical services and shall have as its members only other professional limited liability companies, professional corporations, or individuals who

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themselves are duly licensed or otherwise legally authorized to render the same professional service as the Company.

The Company must not engage in any business other than the rendering of professional medical services; provided, however, nothing herein or in any provisions of existing law applicable to limited liability companies shall be interpreted to prohibit the Company from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional services. The Company must not render professional services except through its members, officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within Florida; provided, however, this provision shall not be interpreted to include in the term "employee," as used herein, clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required; and provided further, that nothing contained herein shall be interpreted to require that the right of an individual to be a member of the Company is dependent upon the present or future existence of an employment relationship between him or her and the Company, or his or her present or future active participation in any capacity in the production of the income of the Company or in the performance of the services rendered by the Company.

ARTICLE IV (PRINCIPAL OFFICE AND REGISTERED AGENT)

The street address and mailing address of the Company's initial principal office shall be 7 Camelia Street, Gulf Breeze, FL 32561. The Company's principal office may hereafter be at

such other place or places as the members from time to time may determine. The name of the Company's initial registered agent is Gary W. Huston and the Florida street address of the registered agent is 125 W. Romana Street, Suite 800, Pensacola, Florida 32502.

ARTICLE V (MANAGEMENT)

The Company is to be a member-managed company.

ARTICLE VI (MEMBERS)

A. Persons who have been admitted to the Company as a member are referred to herein as "members." All of a member's interests in the Company are referred to as the member's "membership interest."

B. Members may be admitted, at such times and on such terms and conditions as determined by a majority in percentage interest (or such greater percentage as may be specified from time to time in the Company's Operating Agreement) of the members. However, no person shall be admitted as a member of the Company unless such person is a professional corporation, a professional limited liability company, or an individual, each of which must be duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Company is organized.

C. If any member, officer, manager, agent or employee of the Company who has been rendering professional service to the public becomes legally disqualified to render such professional services within Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon the person's continued rendering of such professional services (each, a "Disqualification Event"), that person (the "Disqualified Person") shall sever all employment with, and financial interests in, the Company.

D. In the event a member becomes a Disqualified Person, the Disqualified Person's membership interest in the Company must be redeemed and shall be deemed to have been redeemed and cancelled effective as of the Disqualification Event. Upon and after the Disqualification Event, the Disqualified Person shall have no membership interest in the Company, shall have only the right to receive payment of the Redemption Price (defined below), and the Disqualified Person shall not be entitled to participate in management of the Company or to vote on any matter upon which the Company's members are entitled to vote. The Disqualified Person shall cease to be a member, manager, employee, officer, or director of the Company immediately effective as of the Disqualification Event, and the sole right and entitlement of the Disqualified Person shall be to receive payment of the Redemption Price.

E. The Redemption Price for the Disqualified Person's membership interest shall be as set forth in the Company's Operating Agreement or, if not addressed in the Operating Agreement, then pursuant to other written agreement between or among the Company and the members, and in all other events by arbitration in accordance with the Florida Arbitration Code. Any delay in the determination of the Redemption Price shall not constitute grounds for the Disqualified Person to continue as a member and his or her status shall be solely that of a *creditor*.

F. The Redemption Price for the Disqualified Person's membership interest shall be paid in accordance with the provisions of the Company's Operating Agreement or, if not addressed in the Operating Agreement, then pursuant to other written agreement between or among the Company and the members, and in all other events at the election of the Company shall be paid in cash or in not more than sixty (60) monthly installments of principal and

interest, with interest computed at the Applicable Federal Rate established pursuant to Internal Revenue Code section 1274(d), or any amended or successor provision. The closing shall occur within thirty (30) days after the Company first acquires actual knowledge of the Disqualification Event or, if later, within five (5) days after determination of the Redemption Price by arbitration, if submitted to arbitration.

G. However, if the sole member of the Company is or becomes a Disqualified Person, the Company shall promptly amend these articles or take such other legal action as shall be necessary or appropriate to cause the Company to change its business purposes from the rendering of professional service to any other lawful purpose, by amending its articles of organization in the manner required for an original organization under Chapter 608, Florida Statutes, and the Company shall be removed from the provisions of Chapter 621, Florida Statutes, including but not limited to the right to practice a profession.

H. If at the time a member becomes a Disqualified Person, the Company provides, or the member is required to provide, professional liability insurance, then upon the Disqualification Event, the Disqualified Person shall promptly provide an extended coverage endorsement ("tail coverage") in regard to his or her professional liability insurance policy then in effect, with the same coverage limits and for a period of not less than four years or, if less, the maximum period available under the professional liability insurance policy then in effect.

I. Upon a failure of the Disqualified Person to provide the Company with a valid and binding certificate of tail coverage from the insurer, the Company may, in the discretion of a majority in percentage interest of its member(s) who are not Disqualified Persons, purchase such coverage and offset the premium therefor against the Redemption Price, to the extent of

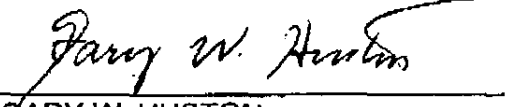
the Redemption Price, with the Disqualified Person remaining liable for any excess premium.

J. Except as otherwise provided in the Company's Operating Agreement or applicable law, no member of the Company may sell or transfer ownership interest in the Company except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a member of the Company. No member of the Company shall enter into any type of agreement vesting another person with the authority to exercise any of that member's management or voting rights in the Company.

ARTICLE VII (CONTINUATION)

The Company shall not be dissolved but instead shall continue notwithstanding the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event terminating membership in the Company; however, in any such event, a majority in interest of the remaining members (or such greater percentage as may be specified from time to time in the Company's Operating Agreement) shall have the right upon the occurrence of any such event to elect to dissolve the Company.

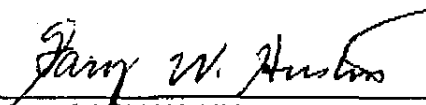
IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed the foregoing Articles of Organization on this 10th day of August, 2010.


GARY W. HUSTON
Authorized Representative of a Member

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted: That MARIANNE C. McAULIFFE, LCSW, P.L., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7 Camelia Street, Gulf Breeze, FL 32561, has named Gary W. Huston, whose business address is 125 W. Romana Street, Suite 800, Pensacola, FL 32502, as its agent to accept service of process within Florida.

MARIANNE C. McAULIFFE, LCSW, P.L.

By: 
GARY W. HUSTON
Authorized Representative of a Member

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated professional limited liability company at the place designated in this certificate, I hereby accept the appointment and the obligations of my position as registered agent and I agree to act in that 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.

August 10, 2010


GARY W. HUSTON, Registered Agent

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