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EFFECTIVE DATE

11/1/2011

B. KOHR

DEC 17 2010

EXAMINER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 DEC 16 AM 10:36

*Law Offices*

**SCOTT DAVID KRUEGER, CHARTERED**

*A Professional Corporation*

EFFECTIVE DATE 1/1/2011

MERIDIEN CENTRE  
2750 NORTHWEST 43RD STREET, SUITE 201  
POST OFFICE BOX 357099  
GAINESVILLE, FLORIDA 32635

GAINESVILLE (352) 376-3090  
OCALA (352) 732-4405  
FACSIMILE (352) 377-1580

December 13, 2010

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Via FedEx 2<sup>nd</sup> day delivery

Re: The Flagg Firm, P.L.

To whom it may concern:

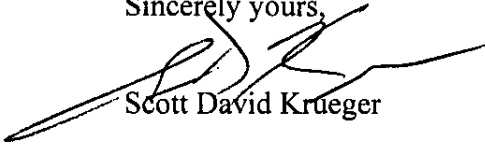
Enclosed please find an original of the Articles of Incorporation for the above named corporation, as well as a certificate designating Registered Agent/Registered Office, together with our check, in the amount of \$125.00, to cover the following costs:

Filing Fee	\$ 100.00
Registered Agent	
Designation Fee	<u>25.00</u>
Total	<u>\$125.00</u>

Your prompt response in return of a confirmation of the Articles is appreciated.

Thank you for your assistance in this matter.

Sincerely yours,

  
Scott David Krueger

enclosure

EFFECTIVE DATE 1/1/2011

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 DEC 16 AM 10:36

Articles of Organization of

**The Flagg Firm, P.L.**

The undersigned, for purposes of forming a professional service limited liability company under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopt(s) the following Articles of Organization:

**ARTICLE I**

The name of this professional limited liability company is "The Flagg Firm, P.L.", referred to in these Articles as "Company." The period of its duration is perpetual, and the incorporation date is effective as of January 1, 2011. The initial principal place of business and mailing address of this professional service limited liability company shall be:

2750 Northwest 43<sup>rd</sup> Street, Suite 201  
Gainesville, Florida 32606

**ARTICLE II**

The purpose of this professional service organization is to engage only in every aspect and phase of the business of rendering professional medical services to the general public and to do all things in connection therewith that are customarily done by licensed doctors under the laws of the State of Florida and in

accordance with Chapter 621, Florida Statutes, "The Professional Service Corporation and Limited Liability Company Act."

All professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice their profession.

### **ARTICLE III**

The business of this professional service company shall be conducted, carried on, and managed by the officers of this professional service Company and a board of Managers composed of one (1) or more members, which number may be altered from time to time in accordance with the Operating Agreement adopted by its Members within the limitations prescribed by law.

This professional service company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Organization of this professional service corporation shall be vested in its Members as provided for in the Company's Operating Agreement.

#### ARTICLE IV

No contract or other transaction between a professional service Company and one or more of its Managers, or between a professional service Company and any other corporation, firm, association or other entity, in which one or more of its Managers, directors are Managers, directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such person is present at the meeting of the board of Managers or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose if:

- 1) the fact of such common management, directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested Manager or Managers; or
- 2) such common management, directorship, officership, or financial interest is disclosed or known to the Members entitled to vote thereon, and such contract or transaction is approved by vote of the Members; or
- 3) the contract or transaction is fair and reasonable as to the professional service Company at the time it is approved by the board, a committee or the Members.

Common or interested Managers may be counted in determining the presence of a quorum at a meeting of the board of Managers or of a committee which approves such contract or transaction.

**ARTICLE V**

The name and address of the initial registered agent and office of this professional service corporation is as follows:

SCOTT DAVID KRUEGER  
2750 Northwest 43rd Street, Suite 201  
Gainesville, Florida 32606  
(352)376-3090

**ARTICLE VI**

The name and address of the authorized representative of one of the Members signing these Articles of Organization is:

BYRON FLAGG  
2750 Northwest 43rd Street, Suite 201  
Gainesville, Florida 32606

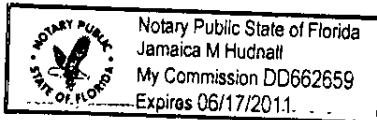
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 13<sup>th</sup> day of December, 2010.

/s/ BYRON FLAGG  
Byron Flagg, Managing Member

STATE OF FLORIDA  
COUNTY OF ALACHUA

Subscribed and acknowledged before me by **Scott David Krueger** who is personally known to me (yes X no   ) or produced    as identification, to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of December, 2010.



*Jamaica M. Hudnall*  
Notary Public, State of Florida at Large  
Printed Name: Jamaica M. Hudnall  
My Commission Expires:                     

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE


In pursuance to the provisions of Chapter 621 and section 607.0501, Florida Statutes, the following is submitted in designating the registered agent and registered office in the state of Florida.

That "**The Flagg Firm, P.L.**", desiring to organize under the laws of the State of Florida, has named the following, who is located at the address indicated, as its agent to accept service of process within this state:

SCOTT DAVID KRUEGER  
2790 NORTHWEST 43RD STREET, SUITE 200  
GAINESVILLE, FLORIDA 32606

ACKNOWLEDGMENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

  
Scott David Krueger