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**FLORIDA LIMITED LIABILITY CO.  
MDCJB, PLLC**

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**EXAMINER**

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## ARTICLES OF ORGANIZATION

OF

### MDCJB, PLLC

The undersigned, under the provisions of Chapter 608 and Chapter 621 of the Florida Statutes (the "Act"), for the purpose of forming a professional limited liability company under the laws of the State of Florida, do set forth the following:

#### 1. Name.

The name of the professional limited liability company is **MDCJB, PLLC** (hereinafter referred to as the "Company").

#### 2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the duration of the Company shall be perpetual.

#### 3. Purpose as a Professional Limited Liability Company.

The purpose for which the Company is organized is to render professional medical services to the general public within the meaning of Florida Statutes, Chapter 621, as carried on by persons licensed in, or otherwise legally authorized to engage in, the practice of medicine in the State of Florida. In furtherance of its corporate purposes, the Company shall have all of the general and specific powers and rights granted to and conferred upon a limited liability company by the Professional Service Corporation and Limited Liability Company Act.

The Company shall render its professional services only through its officers, members, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Company. If any officer, member, agent or employee of this Company who has been rendering professional services to the public becomes legally disqualified to render such professional services within this State, then, in such event, such person's office and/or employment with, and/or equity interest in, this Company shall immediately and automatically cease and terminate. If a sole member of this Company becomes legally disqualified to render such professional services within this State, the Company shall cease all business or professional activity until its membership interests are transferred to a person duly qualified or until the Company is liquidated and dissolved.

#### 4. Address of Place of Business.

The mailing address for the Company is **523 Turtle Hatch Lane, Naples, FL 34103**, and the street address of the place of business for the Company is **523 Turtle Hatch Lane, Naples**,

ARTICLES OF ORGANIZATION  
OF  
MDCJB, PLLC

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**FL 34103.** These addresses may be changed from time to time as provided in the Operating Agreement.

**5. Registered Agent.**

The initial registered agent in Florida for the Company is **L&L PARA, Ltd. Co.**, a Florida limited liability company, and the initial registered office is located at **Dublin House Professional Suites, 27911 Crown Lake Boulevard, Suite 209, Bonita Springs, Florida, 34135.** ✓

**6. Capital Contributions.**

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

**7. Members and Limitation on Membership.**

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement. All members shall be individuals, or organization(s) described in Section 621.051 of the Florida Professional Service Corporation and Limited Liability Company Act, who is or are duly licensed or legally qualified to practice medicine in the State of Florida. No member of the Company shall enter into an agreement vesting another person with the authority to exercise the voting power of any membership interest in the Company. No member may sell or transfer his, her or its membership interests in the Company, except to another individual or organization eligible to become a member in the Company and as prescribed by the written Operating Agreement of the Company.

**8. Continuity of Business.**

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

**9. Management.**

The overall management and control of the business and affairs of the Company shall be vested in its manager. The initial manager is **Christopher J. Ballard.**

**10. Indemnification.**

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

ARTICLES OF ORGANIZATION  
OF  
MDCJB, PLLC

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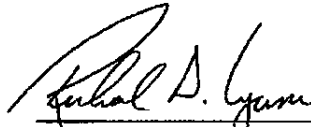
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IN WITNESS WHEREOF, I, Richard D. Lyons, have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 12<sup>th</sup> day of July, 2011.


  
Richard D. Lyons

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me on July 12<sup>th</sup>, 2011, by Richard D. Lyons, who is ( X ) personally known to me or (     ) produced \_\_\_\_\_ as identification.

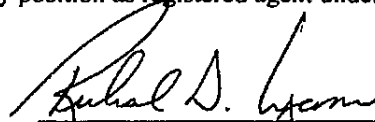
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Notary Public — State of Florida  
Name:

**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

  
Richard D. Lyons, Manager  
L&L Para Ltd. Co.  
Date: 7/12/2011

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