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Division of Corporations

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FLORIDA LIMITED LIABILITY CO.  
BLACK BAG GROUP, LLC

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H11000226327 3

**ARTICLES OF ORGANIZATION  
OF  
BLACK BAG GROUP, LLC  
A Florida Limited Liability Company**

The undersigned, acting as an authorized representative of the members of a limited liability company under the Florida Limited Liability Company Act as set forth in Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for BLACK BAG GROUP, LLC (the "Company"):

**ARTICLE I**

**NAME**

The name of the Company is BLACK BAG GROUP, LLC and its principal place of business shall be in the City of Delray Beach, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II**

**DURATION**

The limited liability company shall exist until dissolved in a manner provided by law, or as provided in accordance with the regulations adopted by the Members.

**ARTICLE III**

**ADDRESS**

The mailing address of the Company is

c/o Rodney Cohen, M.D.  
16186 Rosencroft Terrace  
Delray Beach, FL 33446

and the street address of the principal office of the Company is

c/o Rodney Cohen, M.D.  
16186 Rosencroft Terrace  
Delray Beach, Florida 33446

Timothy E. Monaghan, Esq. (Florida Bar #899871)  
Shutts & Bowen, LLP  
525 Okeechobee Boulevard, Suite 1100  
West Palm Beach, FL 33401  
(561) 850-8537

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**ARTICLE IV****INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of the Company is

Cathleen Zippay  
16186 Rosencroft Terrace  
Delray Beach, FL 33446

**ARTICLE V****MANAGEMENT**

The Company is to be managed by one or more managers and is, therefore, a manager - managed company. The following are the names and addresses of the Members and the Managing Members:

Rodney Cohen (MGRM)

16186 Rosencroft Terrace  
Delray Beach, FL 33446

Cathleen Zippay (MGRM)

16186 Rosencroft Terrace  
Delray Beach, FL 33446

**ARTICLE VI****INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

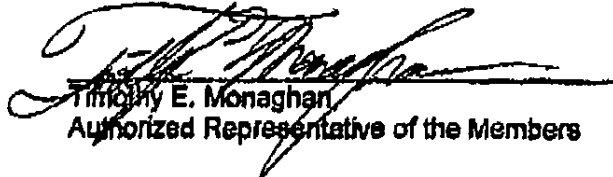
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The undersigned, in accordance with Section 608.407(3), being the authorized representative of the members of the Company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of BLACK BAG GROUP, LLC.

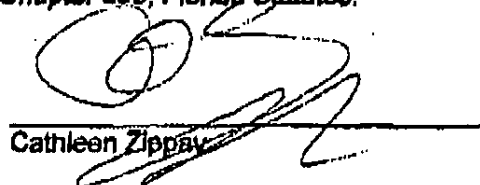
In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed by the undersigned on September 14, 2011.

  
Timothy E. Monaghan  
Authorized Representative of the Members

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent and to accept service of process for BLACK BAG GROUP, LLC in the foregoing Articles of Organization, 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, Florida Statutes.

  
Cathleen Zippay

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