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**KEVIN I. DOWNEY, P.A.**

ATTORNEY AT LAW

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November 2, 2011

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida, 32314

Re: **Gaines Plastic Surgery, PLLC**

Gentlemen:


I am enclosing herewith an original and a copy of the Articles of Organization for the above named professional limited liability company. In addition, a check in the sum of \$155.00 is enclosed which represents the following fees:

Filing Fee	\$125.00
Certified Copy	\$ <u>30.00</u>
Total	<u>\$155.00</u>

Please file the original of the enclosed Articles of Organization and return a certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Sincerely,



Kevin I. Downey

Enclosures

ARTICLES OF ORGANIZATION

OF

**Gaines Plastic Surgery, PLLC**

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The undersigned person, acting hereby as Organizer for the purpose of forming a professional limited liability company under the Florida Statutes, Chapter 608 and Chapter 621, hereby executes the following Articles of Organization.

**I NAME.** The name of the professional limited liability company shall be: **Gaines Plastic Surgery, PLLC** ("Company").

**II ADDRESS.** The mailing address and street address of the principal office of the Company shall be 1317 S.W. 105 Terrace, Gainesville, Florida 32607.

**III DURATION.** The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved as provided in these Articles of Organization.

**IV REGISTERED OFFICE AND AGENT.** The name of the registered agent of the Company in the State of Florida is Gregory C. Gaines, M.D., and the street address of the registered office of the Company is 1317 S.W. 105 Terrace, Gainesville, Florida 32607.

**V MEMBERSHIP.** None of the membership units of the professional limited liability company may be issued to anyone other than an individual licensed to provide professional medical services as a physician in the State of Florida.

**VI CAPITAL CONTRIBUTIONS.** The members of the Company shall contribute to the capital of the Company in cash or property. Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

**VII ADMISSION OF NEW MEMBERS.** No additional members shall be admitted to the Company without the written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company, other than the member proposing to dispose of his or her interest, approves of the proposed transfer by written consent.


**VIII TERMINATION OF EXISTENCE.** The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company. However, the business of the Company may be continued by the consent of all the remaining members.

**IX. PURPOSE.** The purpose for which the Company is organized is to practice the profession of medicine within the State of Florida, and to do all things necessary and proper in connection with that practice.

**X. MANAGEMENT.** The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the

Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**IN WITNESS WHEREOF**, the undersigned organizer has executed these Articles of Organization on October 31, 2011.

  
Gregory C. Gaines, M.D., Organizer

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 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.

Dated: October 31, 2011.

  
Gregory C. Gaines, M.D., Registered Agent