# Division of Corporation 00000 394/

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Florida Department of State

Division of Corporations
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#### FLORIDA LIMITED LIABILITY CO. UNITED CARES PROVIDER SERVICE NETWORK, LLC

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#### ARTICLES OF ORGANIZATION

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OF

#### United Cares Provider Service Network, LLC

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

#### 1. Name.

The name of the limited liability company is United Cares Provider Service Network, LLC(hereinafter referred to as the "Company").

#### Period of Duration.

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

#### 3. Address Of Place Of Business.

The mailing address for the Company is 8400 N.W. 33<sup>rd</sup> Street, Suite 400, Miami, Florida 33122 and the street address of the place of business for the Company is 8400 N.W. 33<sup>rd</sup> Street, Suite 400, Miami, Florida 33122. These addresses may be changed from time to time as provided in the Operating Agreement.

#### 4. Registered Agent.

The initial registered agent in Florida for the Company is Jay R. Tome, Esquire and the initial registered office is located at: C/o Jay R. Tome, Esquire, 8400 N.W. 33<sup>rd</sup> Street, Suite 400, Mismi, Florida 33122.

#### 5. 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.

#### Management,

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This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. Managers may be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate

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iaw. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the manager or managers, who may also be (but need not be) members, and the positions that the manager or managers will hold. The sole manager, who shall serve until the first annual meeting of the members or until his successor is elected and qualified, and his designation shall be as follows:

Name:

Position:

Jose R. Fox

Manager and President

#### 7. 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.

Executed at City of Miami, Miami-Dade County, Florida, on January 2, 2012.

United Cares Provider Service Network, LLC a Florida limited liability company

By:

Jay R. Tome, Esq, as authorized representative and Attorney in Fact for Jose R. Fox, Manager and President

STATE OF FLORIDA COUNTY OF MIAMI-DADE

> Notary Public - State of Florida (name, typed or printed)

(Seal)

GRISELL MARTINEZ

Notary Public - State of Florida

Sty Comm. Expires Jul 20, 2015

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### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, United Cares Provider Service Network, LLC, submits the following statement to designate a registered office and registered agent in the State of Florida:

- 1. The name of the limited liability company is United Cares Provider Service Network, LLC.
  - 2. The name and street address of the registered agent in Florida are:

Jay R. Tome, Esquire 8400 N.W. 33<sup>rd</sup> Street Suite 400 Miami, Florida 33122

The undersigned, being the person named in the articles of organization of United Cares Provider Service Network, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Registered Agent

Jay R. Tome, Esquire

SECRETARY OF STATE DIVISION OF CORPORATIONS

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