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TALLAHASSEE, FLORIDA

J. BRYAN

FEB 28 2012

EXAMINER



THE FLORIDA HEALTHCARE LAW FIRM  
The Law Offices of Jeff Cohen, P.A.

The Gulfstream Bank Building  
909 S.E. 5<sup>th</sup> Avenue, Suite 200  
Delray Beach, Florida 33483

Daytona Beach • Fort Lauderdale • Fort Myers • Melbourne • Naples • Pensacola

February 22, 2012

Registration Section  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
2012 FEB 21 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Articles of Organization for Elite Imaging Orange Park, LLC

Dear Sir or Madam:

Enclosed please find Articles of Organization for the above mentioned entity along with the required payment. Our firm's check for \$125.00 is also enclosed.

Please direct any questions and correspondence to the undersigned.

Thank you,

Jeffrey L. Cohen

**ARTICLES OF ORGANIZATION**

**OF**

**Elite Imaging Orange Park, LLC  
A Florida Limited Liability Company**

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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 **Elite Imaging Orange Park, LLC** (the "Company"):

**ARTICLE I**

**NAME**

The name of the Company is **Elite Imaging Orange Park, LLC** and its principal place of business shall be in the City of Orange Park, County of Clay, 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  
NATURE OF BUSINESS**

This Company is organized for the purpose of transacting any and all lawful business.

**ARTICLE III**

**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 IV**

**ADDRESS**

The mailing address and street address of the principal office of the Company is 2999 N.E. 191<sup>st</sup> Street, No. 406, Aventura, FL 33180.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)  
The Law Offices of Jeff Cohen, P.A.  
The Gulfstream Bank Building  
909 S. E. 5<sup>th</sup> Avenue, Suite 200  
Delray Beach, FL 33483

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Company is Caterina Fara, 2999 N. E. 191<sup>st</sup> Street, No. 406, Aventura, FL 33180.

## ARTICLE VI

### MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager - managed company.

<u>Name and Title</u>	<u>Address</u>
MGRM: Select Medical Group, LLC	2999 N. E. 191 <sup>st</sup> Street No. 406 Aventura, FL 33180
MGRM: MAZ 18 Holdings, Inc.	22 N. Hibiscus Drive Miami, FL 33139

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## ARTICLE VII

### 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.

The undersigned, in accordance with Section 608.407(3), being the authorized representative of the members of the Company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **Elite Imaging Orange Park, 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.

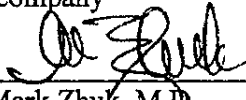
## ARTICLE VIII

### AMENDMENT

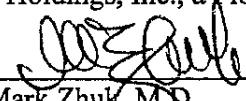
The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Member is subject to this reservation.

**Executed** by the undersigned on February \_\_\_\_, 2012.

Select Medical Group, LLC, a Florida limited liability company

By:   
Mark Zhuk, M.D.  
Authorized Signatory

MAZ 18 Holdings, Inc., a Florida corporation

By:   
Mark Zhuk, M.D.  
Its President

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent and to accept service of process for **Elite Imaging Orange Park, 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.

  
\_\_\_\_\_  
Caterina Fara

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