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Certified Copies _____ Certificates of Status _____

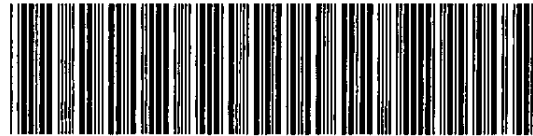
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TALLAHASSEE, FLORIDA

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Rumberger

KIRK & CALDWELL

July 17, 2012

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: New Florida LLC – MH GERIATRICS MANAGEMENT, LLC
Our File No.: 114993

To Whom It May Concern:

The following documents are enclosed to form the entity MH GERIATRICS MANAGEMENT, LLC

1. The original Articles of Organization
2. A check in the amount of \$125.00 in payment of the filing fee

For further information concerning this matter, please do not hesitate to contact the undersigned.

Very truly yours,



Mary M. Woznick
Paralegal

/mwz

Enclosures

cc: Steven J. Quaning, M.D. (w/enclosures)

Mary M. Woznick
Paralegal
Rumberger, Kirk & Caldwell, P.A.
Attorneys at Law

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**ARTICLES OF ORGANIZATION
OF
MH GERIATRICS MANAGEMENT, LLC
(A Florida Limited Liability Company)**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be MH GERIATRICS MANAGEMENT, LLC (“Company”).

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company in Florida shall be 6000 Metrowest Boulevard, Suite 110, Orlando, Florida 32835.

ARTICLE III – DURATION

The period of duration of the Company shall be perpetual commencing on the date these Articles of Organization are filed by the Florida Department of State unless the Company is earlier dissolved as provided in these Articles of Organization or the Operating Agreement of the Company.

ARTICLE IV – PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Stephen J. Quaning, M.D., 6000 Metrowest Boulevard, Suite 110, Orlando, Florida 32835.

ARTICLE VI – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be set forth in the Operating Agreement of the Company.

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ARTICLE VII – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company as provided in Section 608.441, Florida Statutes, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two (2) remaining members (except in the event a single member is permitted under F.S., Chapter 608 and the Company with a single member is treated as a pass-through entity for federal income tax purposes).

ARTICLE VIII – MANAGEMENT

The Company shall be managed by one (1) or more managing members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial managing members of the Company are:


Stephen J. Quaning, M.D.
6000 Metrowest Boulevard, Suite 110
Orlando, Florida 32835

Lisa Pattanayak, M.D.
6000 Metrowest Boulevard, Suite 110
Orlando, Florida 32835


ARTICLE IX – RETURN OF CAPITAL

No member may demand return of capital contributions except as may be provided in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization this the 16th day of JULY, 2012.


STEPHEN J. QUANING, M.D.
Managing Member

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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, F.S.


STEPHEN J. QUANING, M.D.
Registered Agent

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