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FLORIDA LIMITED LIABILITY CO.  
McCarty Ranch REPH, LLC

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**ARTICLES OF ORGANIZATION  
OF  
MCCARTY RANCH REPH, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is MCCARTY RANCH REPH, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The principal office address of the Company is:

780 N.W. 42<sup>nd</sup> Avenue  
Suite 300  
Miami, FL 33126

The mailing address of the Company is:

780 N.W. 42<sup>nd</sup> Avenue  
Suite 300  
Miami, FL 33126

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC  
2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, Florida 33134

**ARTICLE IV  
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

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**ARTICLE V**  
**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Managing Member. The Managing Member shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Managing Member shall serve in such capacity until its successor is duly elected and qualified.

The name and address of the initial Managing Member is as follows:

<u>Title:</u>	<u>Name and Address:</u>
Managing Member	REPH Management Inc. 780 N.W. 42nd Avenue Suite 300 Miami, FL 33126

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**ARTICLE VI**  
**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

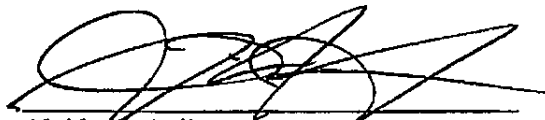
**ARTICLE VII**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VIII**  
**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

**IN WITNESS WHEREOF**, the undersigned hereby executes these Articles of Organization as of the 23<sup>rd</sup> day of August, 2012.



Alcides I. Avila  
Duly Authorized Representative of a Member

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for MCCARTY RANCH REPH, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 23<sup>rd</sup> day of August, 2012.

INTERAMERICAN CORPORATE SERVICES LLC

By: 

Alcides I. Avila, Manager

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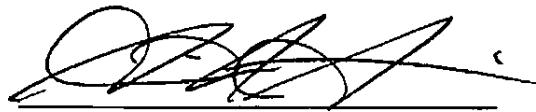
**CERTIFICATE OF THE  
DULY AUTHORIZED REPRESENTATIVE OF THE MEMBER  
OF  
MCCARTY RANCH REPH, LLC**

The undersigned, being the Duly Authorized Representative of the Member of **MCCARTY RANCH REPH, LLC**, a limited liability company organized under the laws of the State of Florida effective as of August 23, 2012 (the "**Limited Liability Company**"), hereby certifies that the initial member of the Limited Liability Company is:

**REPH Management Inc. (100%)**

That the undersigned hereby resigns and transfers all of his interest of any kind whatsoever in the Limited Liability Company or the Limited Liability Company's membership interest to REPH Management Inc.

IN WITNESS WHEREOF, the undersigned hereby executes this certificate as of the 23rd day of August, 2012.



Alcides I. Avila  
Duly Authorized Representative  
of the Member

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