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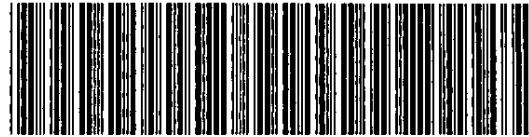
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D. BRUCE

LAW OFFICES
WARCHOL, MERCHANT & ROLLINGS, LLP

A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 59-2851736

MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Circuit Court Mediator
MARK A. HOROWITZ, PA
CHARLES C. JONES, II, PA
KATHARYN E. OWEN

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February 5, 2013

VIA FEDERAL EXPRESS OVERNIGHT/NEXT BUSINESS DAY

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle, West
Tallahassee, Florida 32301

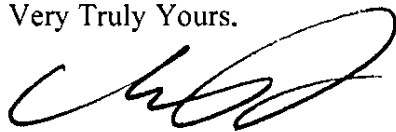
Re: **Articles of Organization, VENUS MEDICAL GROUP, LLC**

Dear Secretary:

Enclosed are the original Articles of Organization for **VENUS MEDICAL GROUP, LLC**.
The appropriate filing fee in the amount of \$125.00 is also enclosed. Upon receipt, please file the
articles accordingly and return a certificate to our office at the address provided above.

We appreciate your assistance with this matter. If you have any questions regarding the foregoing,
please contact me.

Very Truly Yours.



Charles C. Jones II, Esquire

CCJ/dt
Enclosures (as stated)

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ARTICLES OF ORGANIZATION OF VENUS MEDICAL GROUP, LLC

The undersigned certifies that, for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit, declare that the following Articles shall serve as the Charter and authority of the conduct of business of the limited liability company.

ARTICLE I NAME, PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The name of the limited liability company shall be **VENUS MEDICAL GROUP, LLC**, and its mailing address and principal office shall be located at 3501 South Tamiami Trail, Suite 306, Sarasota, Florida 34239, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful

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enterprise in connection with or render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and settlements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

The Limited Liability Company's management is reserved to its members whose names and addresses are as follows:

William Clarke
3501 South Tamiami Trail, Suite 306
Sarasota, Florida 34277

Rita Clarke
3501 South Tamiami Trail, Suite 306
Sarasota, Florida 34277

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**ARTICLE V
GENERAL MEMBERS**

The Limited Liability Company's general members who have no individual or collective authority to bind the limited liability company are as follows:

David Halpern, M.D.
3501 South Tamiami Trail, Suite 306
Sarasota, Florida 34277

Luis Aponte, M.D.
3501 South Tamiami Trail, Suite 306
Sarasota, Florida 34277

Harold Bafitis, D.O. F.A.C.O.S.
3501 South Tamiami Trail, Suite 306
Sarasota, Florida 34277

Gregory Bazell, M.D.
3501 South Tamiami Trail, Suite 306
Sarasota, Florida 34277

Sam Gershenbaum, M.D.
3501 South Tamiami Trail, Suite 306
Sarasota, Florida 34277

Joshua Kreithen, M.D.
3501 South Tamiami Trail, Suite 306
Sarasota, Florida 34277

Melinda Lacerna, M.D.
3501 South Tamiami Trail, Suite 306
Sarasota, Florida 34277

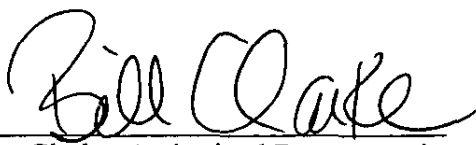
**ARTICLE VI
DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 3501 South Tamiami Trail, Suite 306, Sarasota, Florida 34239, and the name of the company's initial registered agent at that address is William Clarke.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization on behalf of the Company this 20th day of January, 2013.

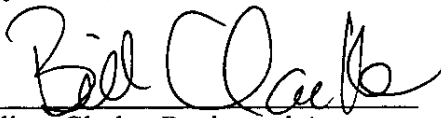


William Clarke, Authorized Representative

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In accordance with Florida Statute Section 608.408(3), the execution of this document constitutes affirmation under the penalties of perjury that the facts herein are true.

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.

A handwritten signature in cursive script, appearing to read "Bill Clarke", written over a horizontal line.

William Clarke, Registered Agent

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