

Florida Department of State  
 Division of Corporations  
 Electronic Filing Cover Sheet

L13000030962

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H13000046518 3)))



H130000465183ABC

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
 Fax Number : (850) 617-6383

From: **Ana M. Sanz**  
 Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI, LLP  
 Account Number : I20070000136  
 Phone : (305) 779-3564  
 Fax Number : (305) 779-3561

2013 FEB 27 AM 11:15  
 RECEIVED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: asanz@aehmf.com

RECEIVED  
 13 FEB 27 PM 4:49  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**FLORIDA LIMITED LIABILITY CO.  
 MS REPH, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

FEB 28 2012

D. BRUCE

FAX AUDIT # H13000046518 3

**ARTICLES OF ORGANIZATION  
OF  
MS 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 MS 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.

FILED  
2013 FEB 27 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FAX AUDIT # H13000046518 3

**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

**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.

2013 FEB 27 AM 11:05  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 FILED

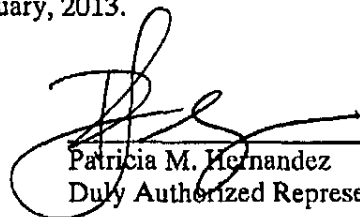
**ARTICLE VII  
PURPOSE**

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 27<sup>th</sup> day of February, 2013.

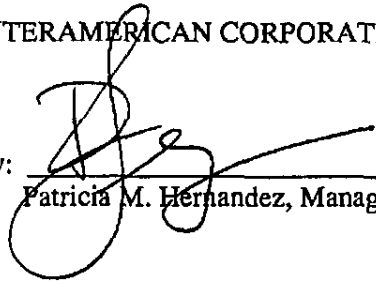
  
 \_\_\_\_\_  
 Patricia M. Hernandez  
 Duly Authorized Representative of a Member

FAX AUDIT # H13000046518 3

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for MS 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 27<sup>th</sup> day of February, 2013.

INTERAMERICAN CORPORATE SERVICES LLC

By:   
Patricia M. Hernandez, Manager

FILED  
2013 FEB 27 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA