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**FLORIDA LIMITED LIABILITY CO.**  
**Blue Water Surgical, PLLC**

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**ARTICLES OF ORGANIZATION  
OF  
BLUE WATER SURGICAL, PLLC**

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a professional limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the Company shall be: **BLUE WATER SURGICAL, PLLC**

**ARTICLE II  
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address for the Company's principal office is 7062 South Aloysia Avenue, Florida City, Florida 34436.

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV  
GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Revised Limited Liability Company Act, Chapter 605 and the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

**ARTICLE V  
RENDITION OF PROFESSIONAL SERVICES**

The company shall render the professional services only through its agents, officers, directors, employees and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or to provide medical and healthcare services. The term "agents," "officers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, legal assistants, paralegals or office managers who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public in a manner for which a license or other legal authorization is required.

**ARTICLE VI  
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the company ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of one or more Managers (or Authorized Members). The Initial Manager (or Authorized Member) of the Company shall be Laurence R. Ferber, M.D.

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ARTICLES OF ORGANIZATION OF  
BLUE WATER SURGICAL, PLLC

**ARTICLE VII  
RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of member in the Company, the business of the Company shall not cease and the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

**ARTICLE VIII  
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. No person or entity shall be admitted as a member unless such person or all owners of such entity are attorneys licensed to practice law in the State of Florida. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred unless provided for in the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in the Company's Operating Agreement or other agreements adopted by the members.

**ARTICLE IX  
OPERATING AGREEMENT**

The members of the Company may adopt an operating agreement pertaining to the regulation, management and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

**ARTICLE X  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 7062 South Aloysia Avenue, Floral City, Florida 34436 and the name of its initial registered agent is Laurence R. Ferber, M.D. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 605.0113, Florida Statutes.

**ARTICLE XI  
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of Blue Water Surgical, PLLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

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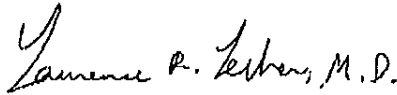
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ARTICLES OF ORGANIZATION OF  
BLUE WATER SURGICAL, PLLC

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 22 day of January, 2014.

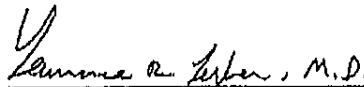


Laurence R. Perber, M.D., Authorized Agent

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of BLUE WATER SURGICAL, PLLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 605.0113, Florida Statutes.

EXECUTED this 22 day of January, 2014.



Laurence R. Perber, M.D.

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