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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
RUSSELL DENEAL, MD, LLC**

These Amended and Restated Articles of Organization are duly executed and are being filed in accordance with Sections 605.0202 and 605.0201, Florida Statutes.

**RECITALS**

In accordance with Section 605.0201 of the Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "Revised Act"), the original Articles of Organization of RUSSELL DENEAL, MD, LLC (the "Company") were submitted to, and filed with, the Florida Department of State on October 17, 2017, with an effective date of November 1, 2017.

The following Amended and Restated Articles of Organization are being submitted to, and filed with, the Florida Department of State in accordance with Section 605.0202(4) of the Revised Act:

**ARTICLE I - NAME**

In accordance with Sections 605.0202(2)(a) and 605.0202(3)(a) of the Revised Act, the name of the Company is RUSSELL DENEAL, MD, LLC.

**ARTICLE II - ADDRESS**

In accordance with Section 605.0201(2)(b) of the Revised Act, the street address and mailing address of the principal office of the Company is 4102 A1A South, St. Augustine, Florida 32080.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

In accordance with Section 605.0201(2)(c) of the Revised Act, the name and Florida street address of the registered agent is:

Donald W. Wallis, Esq.  
780 North Ponce de Leon Blvd.  
St. Augustine, Florida 32084

In accordance with Sections 605.0113(2) and 605.0201(2)(c) of the Revised Act, the above named registered agent submits the following written acceptance:

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

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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.

Dated: November 14, 2017 Registered Agent Signature: Donald W. Walks

#### ARTICLE IV – MANAGEMENT OF THE COMPANY

In accordance with Sections 605.0407(1)(a)(2) and 605.0201(3)(a) of the Revised Act, the Company is to be managed by one or more managers and is, therefore, a manager-managed company. Only the managers shall have authority to manage the Company and make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business. Therefore, except as authorized by the managers, no member shall be an agent of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

#### ARTICLE V – APPOINTMENT OF MANAGERS

In accordance with Sections 605.04072(1) and 605.0201(3)(b) of the Revised Act, the names and addresses of the managers of the Company are:

Russell W. Denea, M.D.  
4102 A1A South  
St. Augustine, Florida 32080

Louise Harris, M.D.  
4102 A1A South  
St. Augustine, Florida 32080

#### ARTICLE VI – LIMITED LIABILITY

In accordance with Sections 605.0304 and 605.0201(3)(e) of the Revised Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, and in accordance with Sections 605.0202(4) and 605.0201(4) of the Revised Act, the undersigned has executed these Amended and Restated Articles of Organization this 20<sup>th</sup> day of November, 2017, and affirms that the Company has at least one member. In accordance with Section 605.0205(3) of the Revised Act, the undersigned affirms under penalty of perjury that the information stated herein is accurate.

Signature of manager: Louise Harris, M.D.

Louise Harris, M.D.

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