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Division of Corporations

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FLORIDA LIMITED LIABILITY CO.
PROSTHETICS CLINIC OF FLORIDA, LLC.

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**ARTICLES OF ORGANIZATION
OF
PROSTHETICS CLINIC OF FLORIDA, LLC**

The undersigned organizer, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this limited liability company shall be PROSTHETICS CLINIC OF FLORIDA, LLC (hereinafter the "Company").

ARTICLE II - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business in accordance with the laws of Florida as enumerated in the Florida Limited Liability Company Act.

ARTICLE III - EFFECTIVE DATE and DURATION

The term of existence of the Company shall commence with the filing of the Articles of Organization with the Secretary of State of the State of Florida and shall continue perpetually, unless sooner dissolved in accordance with the laws of the State of Florida. In no instance shall the Company be automatically terminated, dissolved, or operations suspended upon the occurrence of an event, including the death, disability, bankruptcy, expulsion, or withdrawal of a member of the Company, other than the passage of time as may be specified by law or in the Operating Agreement of the Company. Provided, however, that upon any such termination event, the existence and business of the Company may be continued by amendment of these Articles of Organization or the Operating Agreement providing for the continued existence of the Company as may be authorized by Florida Statutes.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Member or Members of the Company shall have a right, by affirmative vote, to continue the existence and business of the Company.

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ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The mailing and street address and location of the principal offices of the Company shall be 1200 W. Platt Street, Suite 100, Tampa, Florida 33606, but the Company shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Members.

ARTICLE V - REGISTERED AGENT

The name and street address of the initial registered agent of this Company shall be Frederick J. Mills, Esquire, of Morrison & Mills, P.A., at 1200 W. Platt Street, Suite 100, Tampa, Florida 33606.

ARTICLE VI - MEMBERSHIP

The Company shall initially have two (2) members. At no time during the existence of this Company shall there ever be less than one Member.

ARTICLE VII - MANAGEMENT

The management of the affairs of this Company shall be delegated to a manager who is not required to be a Member of the Company. The initial members have designated and appointed Frederick J. Mills as the Manager of the Company. In the event the Company has more than one Manager than the actions of any one (1) Manager of the Company shall be authorized to take any action on behalf of the Company and have full signatory authority:

ARTICLE VIII - ANNUAL MEETING

The time and place of the annual Members' meeting shall be the 15th day of March of each and every year at the principal offices of the Company unless otherwise fixed in the Regulations or by a resolution of the Members, and the Members may waive notice thereof before or after the meeting.

ARTICLE IX - POWERS

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

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ARTICLE X - AMENDMENTS

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto by unanimous affirmative vote of all of the Members of the Company at the time of such proposed amendment, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI - LIMITED LIABILITY OF MEMBERS

No Member of the Company shall be liable for the debts, liabilities, or obligations of the Company in excess of the amount of the Member's investment in the Company.

ARTICLE XII - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 605.04074, Florida Statutes, no Member of the Company shall be an agent for the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

ARTICLE XIII - CAPITAL CONTRIBUTIONS

Each Member shall contribute capital to the Company. The amount of cash, the description and agreed value of other non-cash contributions, and the amount or description of property anticipated to be contributed by the Members to the Company shall be addressed in a document separate and distinct from these Articles of Organization.

ARTICLE XIV - ADDITIONAL CAPITAL CONTRIBUTIONS

No Member of the Company shall be obligated or required to make additional capital contributions to the Company, unless specifically stated within the Operating Agreement for the Company, if and when adopted by the members.

ARTICLE XV - TAX STATUS and TAX MATTERS MEMBER

This Company shall be treated as a partnership for federal tax purposes. Frederick J. Mills shall be the initial designated tax matters member for the Company.

ARTICLE XVI - OPERATING AGREEMENT

At a later date, the Members, if they so choose, shall adopt an Operating Agreement to govern the business affairs or operations of the Company. The Operating Agreement may thereafter be repealed or

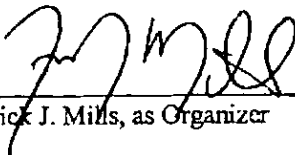
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altered only upon affirmative vote of all of the Members of the Company at the time of such proposed amendment.

ARTICLE XVII—INDEMNIFICATION

The Company shall indemnify any person who was or is a party defendant or is threatened to be made a party defendant, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Company) by reason of the fact that he is or was a Member of the Company, Manager, employee or agent of the Company, or is or was serving at the request of the Company, for instant expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the Members determine that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Company, and with respect to any criminal action proceeding, has no reasonable cause to believe his/her conduct was unlawful.


IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seal, acknowledged, and filed the foregoing Articles of Organization under the existing laws of the State of Florida.



Frederick J. Mills, as Organizer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of December, 2017, by Frederick J. Mills, who is personally known to me or who has produced identification.



NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Patti N. Suttler



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STATEMENT OF ACCEPTANCE
OF APPOINTMENT AS REGISTERED
FOR
PROSTHETICS CLINIC OF FLORIDA, LLC

Having been named in the Articles of Organization of PROSTHETICS CLINIC OF FLORIDA, LLC, as Registered Agent to accept service of process for the aforesaid company at its registered office at 1200 West Platt Street, Suite 100, Tampa, Florida 33606, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in the Florida Limited Liability Company Act.

By: *FJM*
Frederick J. Mills, Registered Agent

DATE: December 15, 2017

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of December, 2017, by Frederick J. Mills, Esq. who is personally known to me or who has produced identification.

Patti N. Sutter
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: *Patti N. Sutter*

