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**FLORIDA LIMITED LIABILITY CO.**

**Derma Direct, PLLC**

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**ARTICLES OF ORGANIZATION  
OF  
DERMA DIRECT, PLLC**

The undersigned authorized representative of a member hereby executes these Articles of Organization ("Articles") for the purpose of forming a professional limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

Name

The name of this limited liability company (the "Company") shall be Derma Direct, PLLC.

**ARTICLE II**

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be 5005 West Leona Street, Tampa, FL 33629.

**ARTICLE III**

Duration; Effective Date

The Company shall have perpetual existence.

**ARTICLE IV**

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 5005 West Leona Street, Tampa, FL 33629, and the initial registered agent of the Company at such office shall be Alexandra Grob, D.O. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE V**

Business and Purpose

The general nature of the business to be transacted by the Company, or the objects or purposes of the Company, shall be as follows:

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- (a) to engage solely and specifically in the business of carrying on the practice of medicine and the provision of related medical services, through licensed professionals employed by it, and to employ such non-licensed personnel as may be appropriate to facilitate the provision of medical services;
- (b) to contract with one or more parties to manage all or a portion of its medical practice;
- (c) to invest in real estate, mortgages, stocks, bonds and any other type of investments, including but not limited to ownership interests in entities engaged in the provision of medical services;
- (d) to own or lease real and personal property necessary for the rendering of the professional services referenced above;
- (e) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its rights, privileges or franchises, or for other lawful purposes; to issue promissory notes and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgages or otherwise; and
- (f) in general, to have and exercise all powers conferred by the laws of the State of Florida upon professional limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

#### ARTICLE VI

##### Members Must Be Licensed Professionals

- (a) Persons who have interests in the capital of the Company are referred to herein as "Members." In accordance with the applicable provisions of Chapter 621, F.S., each Member of the Company must be a professional corporation, a professional limited liability company or a natural person who is duly licensed or otherwise legally authorized to render medical services. Any person not meeting the standards set forth in the foregoing sentence (a "Disqualified Person") is hereby deemed not qualified to own an interest in the capital of the Company and may not be a Member.
- (b) In the event a Member becomes a Disqualified Person, the Disqualified Person's ownership interests in the Company are redeemed and shall be deemed to have been redeemed and cancelled effective as of the date of occurrence of the event which caused such Disqualified Person to be disqualified (the "Disqualification Event"). No ownership interests held by the Disqualified Person shall be considered outstanding upon and after the date of the Disqualification Event, the Disqualified Person shall not be entitled to vote or participate in any Company or Member action and shall cease to be a Member, manager, employee, officer or agent of the Company immediately effective as of the Disqualification Event, and the sole right and entitlement of the Disqualified Person shall be to receive redemption consideration for the interests in the Company held by the Disqualified Person. The Disqualification Events, the redemption consideration to be paid and the terms of payment shall be as set forth in the operating agreement of the Company.
- (c) Notwithstanding paragraph (b) above, if the sole Member of this Company is or

becomes a Disqualified Person, then and in that event the Company shall promptly amend these Articles of Organization or take such other legal action as shall be necessary or appropriate to cause the Company to change its business purpose from the rendering of professional services to provide for any other lawful purpose by amending these Articles of Organization in the manner specified herein and under applicable law, and the Company shall be removed from the provisions of Chapter 621, F.S., including, but not limited to, the right to practice a profession.

## **ARTICLE VII**

### **Management**

The Company is a manager-managed professional limited liability company. The operating agreement of the Company shall specify the authority, and limitations on such authority, of the manager(s). The initial manager of the Company is Alexandra Grob, D.O. whose mailing address is 5005 West Leona Street, Tampa, FL 33629.

## **ARTICLE VIII**

### **Operating Agreement**

The power to adopt the operating agreement of the Company, to alter, amend or repeal the operating agreement of the Company, or to adopt a new operating agreement, shall be vested in the members of the Company (the "Operating Agreement"). The Operating Agreement of the Company shall be for the governance of the Company. Notwithstanding the foregoing, in the event of any conflict between a provision of these Articles and the Operating Agreement as in effect at the time, the conflicting provision of the Operating Agreement shall control.

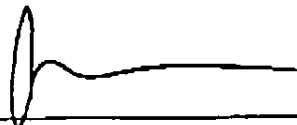
## **ARTICLE IX**

### **Amendment of Articles of Organization**

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by statute and the Operating Agreement, and all rights conferred upon the members herein are subject to this reservation.

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**IN WITNESS WHEREOF**, the undersigned, pursuant to Sections 605.0201 and 621.051, F.S., has executed these Articles of Organization for the uses and purposes herein stated, this 27 day of August 2024.

A handwritten signature in black ink, consisting of a large loop followed by a horizontal line.

Alexandra Grob, D.O., Manager

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**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 27 day of August, 2024.



Alexander Orob, D.O.  
Registered Agent

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