

1201 HAYS STREET

TALLAHASSEE, FL 32301

TEL: 904-222-1111

FAX: 904-222-1111

800-342-826



ACCOUNT NO. : 072100000032

REFERENCE : 639646 3273E

AUTHORIZATION : Patricia P. P.

COST LIMIT : \$ 337.50

ORDER DATE : August 15, 1995

ORDER TIME : 9:56 AM

700001560487

ORDER NO. : 639646

CUSTOMER NO: 3273E

CUSTOMER: Ms. Rana Tiwari
BAKER & HOSTETLER

Suite 2300, Sunbank Center
200 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: CONTINENCE MANAGEMENT NETWORK,
L.C.

XX LIMITED LIABILITY COMPANY
ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

RECEIVED
95 AUG 15 AM 11:40
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

FILED
95 AUG 15 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN AUG 18 1995



FLORIDA DEPARTMENT OF STATE

August 15, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CONTINENCE MANAGEMENT NETWORK, L.C.
Ref. Number: W95000016452

We have received your document for CONTINENCE MANAGEMENT NETWORK, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 995A00038290

ARTICLES OF ORGANIZATION
OF
CONTINENCE MANAGEMENT NETWORK, L.C.

FILED
95 AUG 15 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of this Limited Liability Company is CONTINENCE MANAGEMENT NETWORK, L.C. (hereinafter referred to as the "Company"). The duration of the Company shall be fifty (50) years commencing as of the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 900 North Maitland Avenue, Maitland, Orange County, Florida 32751, or such other place as the Members of the Company may determine from time to time.

ARTICLE III

Registered Agent and Office

The name of the initial registered agent in Florida is A.G.C. Co. The address of the registered office of the Company in the State of Florida is 200 South Orange Avenue, 2300 Sun Bank Center, Orlando, Florida 32801.

ARTICLE IV

Company Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Company are to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act.

2. In furtherance of its corporate purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Limited Liability Company Act.

ARTICLE V

Members

The names and addresses of the members of the Company (the "Members") are:

- (1) UNITED HEALTH MANAGEMENT, INC., a
Florida corporation
900 North Maitland Avenue
Maitland, Florida 32751
- (2) FASSTECH MEDICAL SERVICES, INC., a
Delaware corporation
155 Middlesex Turnpike
Burlington, Massachusetts 01803

Additional members may be admitted from time to time only upon the written consent of a majority in interest of the Members, and under the terms and conditions upon which such consent may be conditioned.

ARTICLE VI

Management

1. The Company is to be managed by the Members. The Members shall elect, by a majority in interest of the Members, managers of the Company to conduct the business affairs of the Company (the "Managers"), in accordance with the Regulations.

2. The following individuals are designated to serve as the initial Managers of the Company until the first annual meeting of the Members:

RANDY LUBINSKY
900 North Maitland Avenue
Maitland, Florida 32751

KEVIN CONNALLY
155 Middlesex Turnpike
Burlington, Massachusetts 01803

LEE BRODY
155 Middlesex Turnpike
Burlington, Massachusetts 01803

ARTICLE VII

Amendment

The Members shall have the power to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon Members herein are granted subject to this reservation.

ARTICLE VIII

Regulations

The power to adopt, alter, amend or repeal Regulations for the management of this Company shall be vested in the Members unless otherwise provided for from time to time in the Regulations adopted by the Members.

ARTICLE IX

Transferability of Members' Interest

A Member's interest in the Company is not assignable or transferable in whole or in part, unless all of the non-assigning or non-transferring Members unanimously consent in writing to the assignment or transfer. A unanimous written consent of all the remaining Members is required if the assignee or transferee intends to become a Member. Without such consent, the assignee or transferee shall not be entitled to become a Member or to participate in the management of the Company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the assignor or transferor otherwise would be entitled.

ARTICLE X

Indemnification

The Company is authorized to provide indemnification of the Members, Managers, officers, employees and agents of the Company to the fullest extent allowed under Florida law.

ARTICLE XI

Withdrawal, Retirement, Dissolution
Death, Bankruptcy or Expulsion

In the event of death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the Company, the Company shall terminate and be dissolved unless the remaining Members shall unanimously elect to remain in existence and continue in business.

The undersigned, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do execute, file and record these Articles of Organization, and do certify that the facts herein stated are true.

DATED as of the 10th day of August, 1995.

UNITED HEALTH MANAGEMENT, INC.,
a Florida corporation

By: Randy Lubinsky

Randy Lubinsky
As its: President

[Signature]
Witness

[Signature]
Witness

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 10th day of August, 1995, by RANDY LUBINSKY, of UNITED HEALTH MANAGEMENT, INC., a Florida corporation, on behalf of the Company, as one of its Members. He is personally known to me or

has produced Not Publicly Known as identification and
did (did not) take an oath.

(NOTARY SEAL)



CINDY WELSH WEBSTER
My Comm Exp. 4/08/97
Bonded By Service Ins
No. CC275480

11/01/97 Notary Public 11/01/97 L.D.

Cindy W. Webster
(Notary Signature)

Cindy W. Webster
(Notary Name Printed)

NOTARY PUBLIC

Commission No.

CC275480

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The undersigned member of Continence Management Network, L.C., a Florida limited liability company (the "Company"), deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members is One Thousand and No/100 Dollars (\$1,000.00).

3. There is no property other than cash to be contributed by the members.

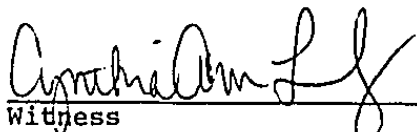
4. The total amount of cash or property anticipated to be contributed by members is One Thousand and No/100 Dollars (\$1,000.00). This total includes amounts from 2. and 3. above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

Dated as of the 17th day of August, 1995.

UNITED HEALTH MANAGEMENT,
INC., a Florida corporation

By: 
Randy Lubinsky
As its: President


Witness


Witness

The foregoing instrument was acknowledged before me this 17th day of August, 1995, by RANDY LUBINSKY, as President of UNITED HEALTH MANAGEMENT, INC., a Florida corporation,

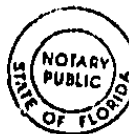
on behalf of the Company as one of its Members. He is personally known to me or has produced Personally known as identification.

Cindy W. Webster
(Notary Signature)

(NOTARY SEAL)

Cindy W. Webster
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____

D:\23929\94001\AFFIDREV.LLC
08\17\95.klb



CINDY WELSH WEBSTER
My Comm Exp. 4/08/97
Bonded By Service Ins
No. CC275480
1 ☒ Personally known 1 ☐ Other L.A.

REGISTERED AGENT CERTIFICATE

FILED
95 AUG 15 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of the Florida Limited Liability Company Act, the following is submitted, in compliance with the statute:

That CONTINENCE MANAGEMENT NETWORK, L.C., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Organization, at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at the registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Company, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of the statute relative in keeping open the office, and further state that it is familiar with §608.415, Florida Statutes.

A.G.C. Co.

By: 

As its: Vice President

DATED: August 11, 1995