

SENT BY: RUDEN, MCCLOSKEY

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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
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NAME: D.E. HOLDINGS L.C.

AUDIT NUMBER.....H98000013242

DOC TYPE.....LIMITED LIABILITY COMPANY

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PAGES..... 4

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ARTICLES OF ORGANIZATION OF
D.E. HOLDINGS L.C.

The undersigned member hereby makes, subscribes, and files these Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act;

1. Name. The name of the limited liability company is D.E. Holdings L.C.
2. Duration. The period of duration of the limited liability company is perpetual.
3. Principal Office. The mailing address and the street address of the principal office of the limited liability company is 701 Brickell Avenue, Suite 1900, Miami, Florida 33131.
4. Registered Agent and Office. The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is Harry B. Smith, Esq., 701 Brickell Avenue, Suite 1900, Miami, Florida 33131.
5. Initial Members. The initial members of this limited liability company are:

Lynn Weinstein

1675 York Avenue
New York, New York 10128

Martin Greenberg, M.D.

3406 Richland Avenue
Aiken, SC 29801

6. Admission of Additional Members. Additional Members will be admitted only upon such terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
7. Continuity: No Right to Distribution on Withdrawal. The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in this limited liability company. No Member shall be entitled to receive a return of capital or other distribution upon withdrawal from this limited liability company or otherwise, except as otherwise provided in the Regulations of this limited liability company.
8. Management. The business of the limited liability company shall be managed by one or more Managers. The names and addresses of the initial Managers who will serve until the first annual meeting of members or until their successors are elected and qualify are as follows:

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NOTED
BY

Prepared by: Harry B. Smith, Esq. FL Bar #075261
Ruden McClosky, Et al., 701 Brickell Ave., Suite 1900
Miami, Florida 33131
NLA:77923:1 (305) 789-2700 1

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SENT BY: RUDEN MCCLOSKEY

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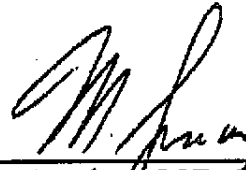
Lynn Weinstein

1675 York Avenue
New York, New York 10128

Martin Greenberg, M.D.

3406 Richland Avenue
Aiken, SC 29801

DATED this 14 day of July, 1998.



Martin Greenberg, M.D., Managing Member

076-44-4086

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Prepared by:

Harry B. Smith, Esq. FL Bar #075261
Ruden McClosky, Et al., 701 Brickell Ave., Suite 1900
Miami, Florida 33131
(305) 789-2700

MIA: 77923:1

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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for D.E. Holdings L.C., at the place designated herein, and being familiar with the obligations of such position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 6th day of July, 1998.



Harry B. Smith, Esquire

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Prepared by: Harry B. Smith, Esq. FL Bar #075261
Ruden McClosky, Et al., 701 Brickell Ave., Suite 1900
Miami, Florida 33131
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
D.E. HOLDINGS L.C.

The undersigned Member of D.E. Holdings L.C. deposes and says:

1. The above-named limited liability company has at least two (2) Members;
2. The total amount of cash contributed by the Members is \$ 1,000.00; and
3. The Members have not contributed any property other than cash.

OR

3. The Members have contributed the following property other than cash, having the agreed value as set forth below for each such item: NONE
4. The amount anticipated to be contributed by the Members is \$ 1,000.00.



Martin Greenberg, M.D., Managing Member

076-44-4286

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