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CONTACT: RAY STORMONT  
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NAME: THEap VIRTUAL MEDICAL INTERNET, L.C.

AUDIT NUMBER.....H98000014493

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....1

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6

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ARTICLES OF ORGANIZATION  
OF  
THE VIRTUAL MEDICAL INTERNET, L.C.

ARTICLE I - Name:

The name of the Limited Liability Company is: The Virtual Medical Internet, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Broad and Cassel, Miami Center, Suite 3000, 201 South Biscayne Boulevard, Miami, FL 33131.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is be managed by the members and the names and addresses of the initial managing members are:

Jacob Nudel, M.D.  
One Isla Behia Drive  
Fort Lauderdale, Florida

Lawrence Schimmel, M.D.  
3106 Commerce Parkway  
Miramar, Florida 33025

David Russin, M.D.  
4302 Alton Road  
Suite 420  
Miami Beach, Florida 33140

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PREPARED BY: Dawn Lanford Bowling, P.A.  
Florida Bar Number 0938734  
Broad and Cassel  
Miami Center, Suite 3000  
201 South Biscayne Boulevard  
Miami, Florida 33131

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**ARTICLE V - Admission of Additional Members:**

Members shall have the right to admit additional members as set forth in the Operating Agreement by and among the Limited Liability Company and its members, as amended from time to time, or as otherwise provided by the Florida Limited Liability Act.

**ARTICLE VI - Members' Rights to Continue Business:**

Except as otherwise provided in the Operating Agreement by and among the Limited Liability Company and its members, as amended from time to time, the death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member, shall not cause the Limited Liability Company to be dissolved or its affairs to be wound-up and, upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: THE VIRTUAL MEDICAL INTERNET, L.C.
2. The address of the registered agent and office is: 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.

*Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by the certificate, I hereby accept the appointment as 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 the obligations of my position as a registered agent.*

**B & C CORPORATE SERVICES, INC.**

By: Martha Freeman  
Martha Freeman, Assistant Secretary

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### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of The Virtual Medical Internet, L.C., deposes and says:

1. The above-named limited liability company has at least three members.
2. The total amount of cash contributed by the members is: \$100,000.
3. There is no property other than cash contributed by the members.
4. The amount of cash or property anticipated to be contributed by members is: \$100,000 in cash.
5. The total amount of 2, 3, and 4 is: \$100,000.

  
\_\_\_\_\_  
Jacob Nudel, M.D., Member

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

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