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LIMITED LIABILITY COMPANY

Florida Physicians Research Associates, L.L.C.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Law Offices

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**8**

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MESSAGE:

**Please see attached the revised Articles of  
Organization which were originally filed on  
Friday, January 29, 1999. Pursuant to our  
conversation on Friday, you advised that if we  
filed revised Articles today, you would back-date  
them as filed January 29, 1999. Please call if you  
have any questions in this regard. Thank you for  
your assistance.**

FOR THE RECORD:

DATE: February 1, 1999

URGENCY: ☐ SUPER RUSH ☐ RUSH ☐ REGULAR

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 29, 1999

M. KAMI SMITH, ESQ.  
HOLLAND & KNIGHT LLP  
ONE INDEPENDENT DRIVE #2000  
JACKSONVILLE, FL 32202

SUBJECT: PHYSICIANS RESEARCH ASSOCIATES, L.L.C.  
REF: W99000002345

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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 (850) 487-6913.

Diane Cushing  
Corporate Specialist

FAX Aud. #: E99000002367  
Letter Number: 299A00004085

## FLORIDA PHYSICIANS RESEARCH ASSOCIATES, L.L.C.

### ARTICLES OF ORGANIZATION

The undersigned, being a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act and Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

#### ARTICLE I. NAME

The name of the limited liability company is FLORIDA PHYSICIANS RESEARCH ASSOCIATES, L.L.C. (the "Company").

#### ARTICLE II. ADDRESS

The Company's principal office and place of business shall be at:

253 Linkside Circle  
Ponte Vedra Beach, Florida 32082

The mailing address of the Company is:

253 Linkside Circle  
Ponte Vedra Beach, Florida 32082

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#### ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence January 26, 1998, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, or (iii) by any other event which pursuant to the Florida Statutes terminates the continued membership of a Member. However, upon any such termination event (except under ii above), the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by a duly authorized amendment of these Articles of Organization providing for the continued existence of the Company.

Prepared by M. Kami Smith, Esq.  
Holland & Knight LLP (904) 354-4141  
One Independent Drive, #2000  
Jacksonville, FL 32202  
Florida Bar No. 739863

#### ARTICLE IV. PURPOSE

The purpose for which the Company is formed is to engage in medical research and testing. The Company may engage in any other business permitted of it by law, except banking and insurance.

#### ARTICLE V. ELECTION TO BE TAXED AS A PARTNERSHIP

The Company shall elect to be taxed as a partnership or proprietorship, as the case may be, for federal and state income taxes.

#### ARTICLE VI. REGISTERED AGENT AND OFFICE

The Company designates 253 Linkside Circle, Ponte Vedra Beach, Florida 32082 as the street address of the initial registered office of the Company and names MICHAEL J. KOREN, M.D., the Company's initial registered agent to accept service of process within this state.

#### ARTICLE VII. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the Regulations of the Company.

#### ARTICLE VIII. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. The Manager(s) shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is:

MICHAEL J. KOREN, M.D.  
253 Linkside Circle  
Ponte Vedra Beach, Florida 32082

The Manager has the responsibilities provided in the Regulations. The initial Manager shall serve until the first annual meeting of the Members or until the Management Committee as defined in the Regulations of the Company is duly elected and qualified.

#### ARTICLE IX. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company; in accordance with Florida Statutes 608.423;

however, the Manager(s) may adopt Emergency Regulations in accordance with the above-cited Florida Statute, subject to the right of the Members to amend or repeal such Regulations. No Emergency Regulations shall change the requirements for designating substitute or additional Managers.

#### ARTICLE X. VOTING OF MEMBERS

Except where a higher vote is required by law or the Regulations, actions of the Members shall be by majority vote of the Members, with each Member's vote in accordance with the Member's Percentage Interest as defined in the Regulations.

#### ARTICLE XI. CAPITAL ACCOUNTS OF MEMBERS

Each Member of the Company shall maintain a capital account in accordance with the Regulations.

#### ARTICLE XII. PROFITS AND LOSSES

Profits, losses, and credits shall be allocated among Members as provided in the Regulations.

#### ARTICLE XIII. AFFIDAVIT

Attached to these Articles of Organization is the Affidavit required by Section 608.407(2), Florida Statutes.


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal as of this 26th day of January 1999.

  
\_\_\_\_\_  
MICHAEL J. KOREN, M.D.

JAX1-217586.1

### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such position.

  
\_\_\_\_\_  
MICHAEL J. KOREN, M.D.

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TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF DUVAL

The undersigned member or authorized representative of a member of Florida Physicians Research Associates, L.L.C., being first duly sworn, deposes and says:

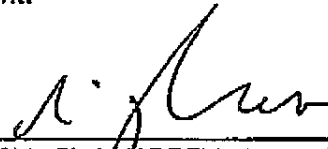
1. That he is a Member of FLORIDA PHYSICIANS RESEARCH ASSOCIATES, L.L.C., a Florida limited liability company (the "Company");

2. That the Company has at least one Member;

3. If any, the agreed value of property other than cash contributed by member(s) is zero ("0"). A description of the property, if any, is attached and made a part hereto; and

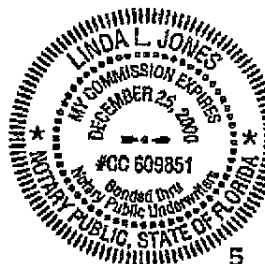
4. The total amount of cash or property anticipated to be contributed by member(s) is Fifty Thousand and 00/100 Dollars (\$50,000.00). This total includes amount from 2 and 3 above.

And further affiant sayeth naught.

  
MICHAEL J. KOREN, M.D. (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.)

The foregoing instrument was acknowledged before me this 1st day of February, 1999, by Michael J. Koren, M.D., who is personally known to me ~~or has produced~~ as identification.

JAX1-341278.1



  
Notary Public—State of Florida

Print Notary Name: \_\_\_\_\_  
My Commission Number Is: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_