

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Number : 073222003555
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LIMITED LIABILITY COMPANY

53rd Companies, LLC

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**ARTICLES OF ORGANIZATION
OF
53RD COMPANIES, LLC**

I, the undersigned authorized representative of the Members, hereby makes, acknowledges and files these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Limited Liability Company shall be:

53rd Companies, LLC

ARTICLE II

ADDRESS

The mailing address of the principal office of the Limited Liability Company is:

1133 53rd Court N.
Mangonia, Florida 33407

ARTICLE III

DURATION

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

ARTICLE IV

MANAGEMENT

The powers of the Limited Liability Company shall be exercised by or under the authority of, and the business and affairs of the Limited Liability Company shall be managed under the direction of its Manager, and the name and address of the Manager is:

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Gary N. Gerson (FL Bar No. 251771)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33418
Phone: (561) 686-3307

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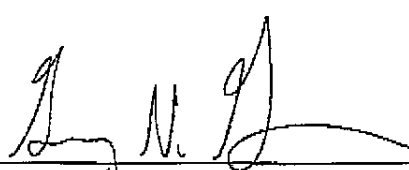
Name

Marvin Kohn

Street Address1133 53rd Court North
Mangonia, Florida 33307ARTICLE VMEMBERS RIGHT TO CONTINUE BUSINESS

In the event of the death, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company will be continued by unanimous consent of the remaining Members at a special meeting of Members called for such purpose, for which the Manager will give notice to all Members promptly after learning of such event.

IN WITNESS WHEREOF, the undersigned authorized representative of the Manager has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the purposes and purposes aforesaid, this 10th day of March, 1999.



Gary N. Gerson, Authorized Representative of its
MembersFILED
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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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

53rd Companies, LLC

2. The name and the Florida street address of the registered agent and office are:

Gary N. Gerson
1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, FL 33401

Having been named as registered agent to accept service of process for the above stated limited liability company, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.



Gary N. Gerson, Registered Agent

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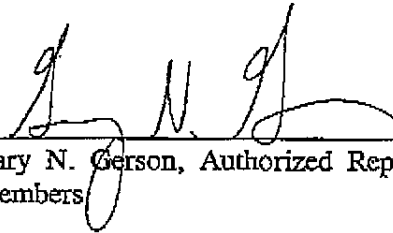
**AFFIDAVIT OF MANAGERSHIP AND CONTRIBUTIONS OF
FLORIDA HEALTH CARE**

The undersigned authorized representative of the Members of 53rd Companies, LLC
deposes and says:

1. The above named limited liability company has two Members;
2. The total amount of cash contributed by its Members is \$250,000.00;
3. If any, the agreed value of property other than cash contributed by its Members is \$ 0.00;
4. The amount of cash or property anticipated to be contributed by its Members is \$ 0.00;
5. The total amount of 2, 3 and 4 is \$250,000.00;

In accordance with Chapter 608, Section 408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmative under the penalties of perjury that the facts stated herein are
true.

Dated: March 10, 1999



Gary N. Gerson, Authorized Representative of its
Members

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