

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY
ENCORE CLINICAL LABORATORY, L.L.C.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
ENCORE CLINICAL LABORATORY, L.L.C.
a Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of this Limited Liability Company is ENCORE CLINICAL LABORATORY, L.L.C., (the "Company").

**ARTICLE II
ADDRESS**

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

310 East Lake Road
Palm Harbor, FL 34685

**ARTICLE III
DURATION**

The Company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(813) 442-1200
Florida Bar # 371750
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ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by its manager and the name and address of such manager who is to serve as manager is:

ENCORE HOLDINGS LIMITED PARTNERSHIP
310 East Lake Road
Palm Harbor, FL 34685

ARTICLE V ADMISSION OF NEW MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The manager may admit new members in its sole and unfettered discretion subject only to the condition that such additional member must agree in writing to be bound as a member by the Operating Agreement of the Company.

ARTICLE VI MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall not terminate the company, and the business of the company shall be automatically continued, so long as there is at least one remaining member.

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
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ARTICLES OF ORGANIZATION OF ENCORE CLINICAL LABORATORY, L.L.C.

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**ARTICLE VII
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

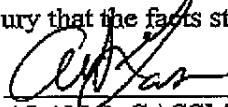
The undersigned member or authorized representative of a member of ENCORE CLINICAL LABORATORY, L.L.C. certifies:

- 1) The above named limited liability company has at least one member.
- 2) The total amount of cash contributed by each member is: \$100.00
- 3) The total amount of cash and property contributed and anticipated to be contributed by each member is: \$100.00

AUTHORIZED REPRESENTATIVE OF MEMBER
ENCORE CLINICAL LABORATORY, L.L.C.


ALAN S. GASSMAN

(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.)


ALAN S. GASSMAN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 23rd day of March, 1999, by ALAN S. GASSMAN, as Authorized Representative of ENCORE CLINICAL LABORATORY, L.L.C., who is personally known to me.

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(813) 442-1200
Florida Bar # 371750

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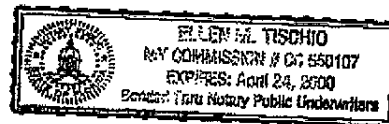
ARTICLES OF ORGANIZATION OF ENCORE CLINICAL LABORATORY, L.L.C.

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Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

Ellen M. Tschio
Notary Public, State of Florida
My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

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:

The name of the Limited Liability Company is: ENCORE CLINICAL LABORATORY, L.L.C.

The name and Florida street address of the Registered Agent are:

Alan S. Gassman, Esquire
1245 Court Street
Suite 102
Clearwater, Florida 33756

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Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this 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 and accept the obligations of my position as Registered Agent.


ALAN S. GASSMAN, ESQUIRE (SEAL)

\\Gassman2\sys\CLIENT\G\GEFF\LLC.3\art.org
:cmt 3-23-99

Alan S. Gassman, Esquire
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ARTICLES OF ORGANIZATION OF ENCORE CLINICAL LABORATORY, L.L.C.

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