

L99000002826

**CORPORATE  
ACCESS,  
INC.**

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TALLAHASSEE, FLORIDA

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1.) Rivo Alto Investments, L.C.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF ASSOCIATION

OF

RIVO ALTO INVESTMENTS, L.C.

The undersigned subscribers to these Articles of Association, natural persons competent to contract, hereby form a Limited Liability Company under the laws of the State of Florida.

FILED  
99 MAY 17 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the company shall be:

RIVO ALTO INVESTMENTS, L.C.

The principal place of business of this company shall be at 555 N.E. 15th Street, Suite 100, Miami, FL 33132. Mailing address is the same.

ARTICLE II. NATURE OF BUSINESS

This company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. TERM OF EXISTENCE

The duration of the company shall be 29 years, or a lesser time if so desired by a majority of its members.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the company shall be 555 N.E. 15th Street, Suite 100, Miami, Florida 33132 and the name of the initial registered agent of the company at that address is MARK J. LYNN.

ARTICLE V. INITIAL CONTRIBUTIONS

This company shall have an initial cash contribution of cash,

consisting of \$415,000.00.

#### ARTICLE VI. ADDITIONAL CONTRIBUTIONS

All members may be required to make additional contributions only in accordance with that certain Members Regulation Agreement dated May 14, 1999 (hereinafter referred to as "the Agreement").

#### ARTICLE VII. MANAGERS

This corporation shall have one manager. The name and street address of the initial manager who shall hold such office for the first three years of the company, or until their successors are elected or appointed is:

FREDERICK MCCALL-PEREZ, PH.D., 555 N.E. 15TH STREET,  
SUITE 100, MIAMI, FL 33132

Said manager shall operate the company on a day to day basis, and is granted only the powers set forth in the Agreement, which has been executed by all original Members of the Company.

#### ARTICLE VIII. ADMISSION OF NEW MEMBERS

New members may be admitted only on written approval of a majority of the voting interests of the company.

#### ARTICLE IX. MEMBERS

Richard Pozen, M.D.

John Strobeck, M.D.

Alan D. Rubin

Pablo A. Quaranta, M.D.

Kinco, Inc., an Arizona Corp.

S. Andy Schwartz, M.D.

Peter Kepler

J. Lyons Brewer

Fred McCall-Perez, Ph.D.

Michael S. Blass

Thomas McCall

Mary McCall

#### ARTICLE X. RIGHT OF CONTINUANCE

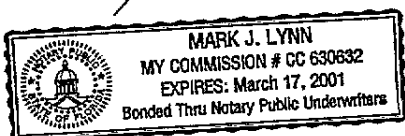
## ARTICLE XI. POWERS

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14 day of May 1999.

By: Frederick McCall-Perez  
FREDERICK MCCALL-PEREZ, MANAGER

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of May 1999, by FREDERICK MCCALL-PEREZ who is personally known to me / or produced \_\_\_\_\_, as identification.


~~Notary Public, State of Florida at Large~~  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapters 48,091, 608.415 and 608.416, Florida Statutes, the following is submitted, in compliance with said Act:

RIVO ALTO INVESTMENTS, L.C., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Association, at City of Miami, County of Dade, State of Florida, has named MARK J. LYNN located at 555 N.E. 15th Street, Suite 100, Miami, Florida 33132 as its agent to accept service of process within this State.

  
\_\_\_\_\_  
Manager

**ACKNOWLEDGMENT BY DESIGNATED AGENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
MARK J. LYNN

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of RIVO ALTO INVESTMENTS, L.C. deposed and says:

1) the above named limited liability company has at least two members


2) the total amount of cash contributed by the member(s) \$415,000.00

3) if any, the agreed value of the property other than cash contributed by member(s) is \$0

4) the amount of cash or property anticipated to be contributed by

member(s) is \$0


5) the total amounts of 2, 3 and 4 is \$415,000.00

  
FREDERICK MCCALL-PEREZ  
Authorized representative

(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.)

Subscribed and sworn to before this 14 day of May, 1999.

My commission expires:

  
Notary Public

