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To: Division of Corporations
Fax Number : (850)617-6383

From: Account Name : PORTER, WRIGHT, MORRIS & ARTHUR
Account Number : 102233003533
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Foreign Limited Liability Company Healthcellence LLC

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|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$160.00 |

212A-28148

11-26-12

15:31

From-Porter Wright Morris & Arthur LLP.

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T-399 P.001/005 F-598

Porter Wright Morris & Arthur LLP
9132 Strada Place, Third Floor
Naples, Florida 34108-2683
Main Telephone #: 800-876-7962
Main Facsimile #: 239-593-2990

Facsimile Cover Sheet

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|---------------------------|--------------------------|--------------|-----------------|
| 1. Florida Dept. of State | Division of Corporations | 850-617-6383 | |

RE: **Healthcellence LLC**

Fax Audit No.: **H120002775993**

Please file the following regarding the above referenced foreign limited liability company:

- Articles of Organization.

We are requesting a certificate of status and a certified copy of same.

Thank you.

From: Mary Beth M. Clary, Esq. Telephone: (239) 593-2959

THE ORIGINAL OF THIS DOCUMENT WILL BE SENT BY:

- ORDINARY MAIL OVERNIGHT DELIVERY SERVICE
 MESSENGER THIS WILL BE THE ONLY FORM OF DELIVERY

NAPLES/582728 v 02

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Healthcellence LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 46-1376420

(FEI number, if applicable)

4. November 13, 2012

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 8275 SW 53 Ave.

Miami, FL 33143

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:

Claudio Mendoza, 8275 SW 53 Ave., Miami, FL 33143

Jorge Fernandez-Silva, 8275 SW 53 Ave., Miami, FL 33143

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

Holding Company

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Cassandra Mendoza

Typed or printed name of signee

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NOV 26 AM 8:07
STATE OF FLORIDA
TALLAHASSEE

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:

Healthcellence LLC

If unavailable, the alternate to be used in the state of Florida is:

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

Mary Beth Clary

(Name)

9132 Strada Place, Third Floor

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Naples

FL 34108

City/State/Zip

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12 NOV 26 AM 8:07
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, Florida Statutes.

Mary Beth M Clary
(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHCELLENCE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF NOVEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEALTHCELLENCE LLC" WAS FORMED ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 2012.



5241090 8300

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You may verify this certificate online
at corp.delaware.gov/authvor.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9988615

DATE: 11-15-12