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# Mannikko & Baris

*Attorneys at Law*

Joseph L. Mannikko, Esq.
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870 SW Martin Downs Boulevard, Suite 1
Palm City, Florida 34990
(772) 283-0084 phone
(772) 283-1084 fax

February 11, 2003

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Hialeah Dental Specialty Associates LLC.

Dear Sir/Madam:

Enclosed please find the Articles of Organization and Statement Designating Registered Agent and Office to be filed to establish the Hialeah Dental Specialty Associates LLC.

Also enclosed is a check in the amount of $155.00 to cover the filing fee and for a certified copy of the articles to be returned.

Thank you for your courtesy.

Sincerely,

Joseph L. Mannikko
For the Firm

JLM/lm

enclosures

FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 13, 2003

JOSEPH L. MANNIKKO
870 SW MARTIN DOWNS BOULEVARD, STE 1
PALM CITY, FL 34990

SUBJECT: HIALEAH DENTAL SPECIALTY ASSOCIATES LLC
Ref. Number: W03000004278

We have received your document for HIALEAH DENTAL SPECIALTY ASSOCIATES LLC and your check(s) totaling $155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 503A00009710

## ARTICLES OF ORGANIZATION
## OF
## HIALEAH DENTAL SPECIALTY ASSOCIATES LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### §§ I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be HIALEAH DENTAL SPECIALTY ASSOCIATES LLC and its principal office shall be located at 900 West $49^{th}$ Street, Suite 400, Hialeah, Florida 33012, Dade County, Florida, whose mailing address is 900 West $49^{th}$ Street, Suite 400, Hialeah, Florida 33012 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

### §§ II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the purpose of this limited liability company is:

To practice the profession of the specialities of dentistry and all the related specialties included in that term, and to engage in any activity or business authorized under the Florida Statutes, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

## §§ III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

## §§ IV. MANAGEMENT

Management of this limited liability company is reserved to its members unless otherwise agreed, whose names and addresses are as follows:

Dr. Robert B. Cushing
102 Abbie Court
Sewalls Point, Florida 34996

Dr. Juan C. Erro
11201 SW 60th Court
Miami, Florida

Dr. John V. Sootin
3801 NE 207th Street, apt 2304
Aventura, Fl 33180

## §§ V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## §§ VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of $100.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

## §§ VII. PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Dr. Robert B. Cushing -50%

Dr. Juan C. Erro - 25%

Dr. John Sootin - 25%

The distributive share of the profits shall be determined and paid to the members quarterly on the last day of each third calendar month commencing March 31st of each year.

(b) *Losses*. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the shares set forth above for the distribution of profits.

## §§ VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## §§ IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 102 Abbie Court, Sewalls Point, Florida 34996 and the name of the company's initial registered agent at that address is Dr. Robert B. Cushing.

The undersigned, being one of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of HIALEAH DENTAL SPECIALTY ASSOCIATES LLC.

Executed by the undersigned at Stuart, Florida, this 11th day of February, 2003.

Dr. Robert B. Cushing, Member

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# STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida )
) S S
County of Martin )

Pursuant to the provisions of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Hialeah Dental Specialty Associates LLC. The name of the registered agent for Hialeah Dental Specialty Associates LLC is Dr. Robert B. Cushing, and the street address where the agent is located is 102 Abbie Court, Sewalls Point, Florida 34996.

This statement is to acknowledge that, as indicated above, Hialeah Dental Specialty Associates LLC. has appointed me, Dr. Robert B. Cushing, 102 Abbie Court, Florida 34996, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dr. Robert B. Cushing, Agent for Company — Dated February 11, 2003

Dr. Robert B. Cushing, Registered Agent — Dated February 11, 2003

The foregoing instrument was acknowledged before me this 11th day of February, 2003, by Dr. Robert B. Cushing on behalf of Hialeah Dental Specialty Associates LLC. a limited liability company, who is personally known to me or has produced ______________ as identification.

Notary Public

Laureen Mayer
Commission # CC 823548
Expires Apr. 4, 2003
Bonded Thru
Atlantic Bonding Co
[stamp]