

**L03 000017806**

(Requestor's Name)

(Address)

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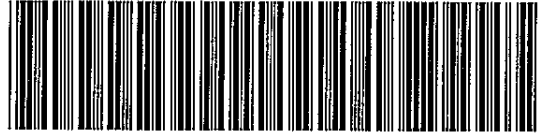
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L03-17806  
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 097512 9104A

AUTHORIZATION :

*Patricia Pignato*

COST LIMIT : \$ 155.00

ORDER DATE : May 16, 2003

ORDER TIME : 5:19 PM

ORDER NO. : 097512-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons  
Holland & Knight Llp

Suite 1600  
200 Central Avenue  
St Petersburg, FL 33701

DOMESTIC FILING

NAME: ERADIOLOGIES, P.L.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- XX            ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX            CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF ORGANIZATION  
of  
eRADIOLOGISTS, P.L.**

The undersigned, as "Members," desiring to form a limited liability company under and pursuant to the Florida Professional Corporation and Limited Liability Company Act, Chapter 621 Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I.  
NAME**

The name of the limited liability company is **eRadiologists, P.L.** (the "Company").

**ARTICLE II.  
ADDRESS**

The Company's principal street and mailing address is 520 Tivoli Avenue, Coral Gables, FL 33143.

**ARTICLE III.  
DURATION AND CONTINUATION**

The Company shall have perpetual existence. 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 will not cause dissolution of the Company, and the remaining Member(s) have the right to continue the business of the Company, such to the provision of these Articles and applicable law.

**ARTICLE IV.  
PURPOSE**

The purpose for which the Company is being formed is to engage in the practice of medicine, specializing in radiology and each of its subspecialties, without limitation.

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**ARTICLE V.  
ELECTION TO BE TAXED AS A PROPRIETORSHIP OR PARTNERSHIP**

The Company shall elect to be taxed as a proprietorship or partnership, as the case may be, for federal and state income taxes, as from time to time applicable.

**ARTICLE VI.  
REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial Registered Agent of the Company to accept service of process within this state are:

Name: Marc A. Engel, M.D.  
Address: 520 Tivoli Avenue, Coral Gables, FL 33143

**ARTICLE VII.  
MEMBERS**

A. Persons who have interests in the capital of the Company are referred to herein as "Members." The capital interests of Members in the Company are referred to as "Shares." The Members shall adopt "Regulations" as required by law for the governance of the Company. Additional Members may be admitted upon the approval of the Members of the Company in the manner set forth in the Regulations of the Company; however, no one may be admitted as a Member unless such person is a physician specializing in the practice of radiology or is an entity formed under Fl. Stat. 621 owned by such physician(s). No transfer of a Member's Shares shall be permitted except in accordance with the Regulations of the Company.

B. If any Member who has been rendering professional services as a physician to the public becomes legally disqualified to render professional services as a physician specializing in radiology within the State of Florida, or in any other state in which the Company is authorized to engage in business, or if the Member accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or Shares in, this Company shall immediately and automatically cease and terminate except to receive payment for whatever Shares in this Company may be owned by the person as a Member.

C. The Shares of the Member whose interest is terminated because of the application of the preceding subparagraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or

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amendment).

D. The Shares owned by a Member who has become disqualified to render professional services as a physician shall forthwith be transferred, sold, purchased, or redeemed at such price or value and under such terms as are authorized or set forth in the Regulations or other Members' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code then in effect.

E. However, if a sole Member of this Company becomes disqualified to render professional services for the Company, the Company shall cease all business or professional activity until the Member's Shares are transferred to a person duly qualified to render professional services as a physician, or until the Company is liquidated and dissolved, or until those Articles are amended into a regular business organization under applicable law, and for those limited purposes only the Member shall have voting rights as to his or her Shares.

#### **ARTICLE VIII. MANAGEMENT**

The Company is a manager-managed company.

#### **ARTICLE IX. REGULATIONS**

The power to adopt, alter, amend, or repeal the Regulations of the Company is vested in the Members of the Company. However, the Manager(s) may adopt emergency Regulations, provided no such Regulations shall change the procedures for calling Member or Manager meetings, setting quorum requirements or designating substitute or additional Managers.

#### **ARTICLE X VOTING OF MEMBERS**

The voting rights of Members shall be specified in the Regulations. Members may have voting or non-voting Shares.

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**ARTICLE XI.  
CAPITAL ACCOUNTS OF MEMBERS**

Each Member of the Company shall maintain a capital account in accordance with the Regulations.

**ARTICLE XII.  
PROFITS AND LOSSES**

Except as otherwise provided in the Regulations, profits, losses, and credits shall be allocated among Members in the ratios of their respective Shares.

IN WITNESS WHEREOF, the undersigned, has hereunto signed these Articles as of the first day of May, 2003 for the purpose of organizing this Company under the laws of the State of Florida.

*Marc A. Engel, M.D.*

Marc A. Engel, M.D. AUTHORIZED REPRESENTATIVE

*Robert D. Martinez, M.D.*

Robert D. Martinez, M.D. AUTHORIZED REPRESENTATIVE

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Company, at the 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.

*Marc A. Engel, M.D.*

Marc A. Engel, M.D. REGISTERED AGENT

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