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D. BRUCE

JAN 21 2009

EXAMINER

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134
Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

Brian V. Bergman
Jennifer M. Gonzalez

January 16, 2009

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Miami Dade Primary Care, LLC
Our File No. 9541-4

Dear Sir/Madam:

On behalf of the above-referenced limited liability company, I enclose herewith an original of the fully executed and notarized Articles of Organization, together with our firm check in the amount of \$155.00.

Please cause the original copy of the Articles of Organization to be filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$125.00
Certified Copy Fee	<u>30.00</u>
TOTAL	\$155.00

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:num

Enclosures

cc: Dr. Ramon Carrillo

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**ARTICLES OF ORGANIZATION OF
MIAMI DADE PRIMARY CARE, LLC**

The undersigned, desiring to form a Limited Liability Company under and pursuant to §608.405, Florida Statutes, does hereby certify as follows:

- FIRST:** The name of said limited liability company shall be MIAMI DADE PRIMARY CARE, LLC.
- SECOND:** MIAMI DADE PRIMARY CARE, LLC shall exist in perpetuity.
- THIRD:** Copies of the Operating Agreement of MIAMI DADE PRIMARY CARE, LLC may be obtained from the Managers at 3181 Coral Way 4th Floor Miami, Florida 33145 which is the place in the State of Florida where the principal office of the limited liability company is located. The mailing address of MIAMI DADE PRIMARY CARE, LLC shall be 3181 Coral Way 4th Floor, Miami, Florida 33145.
- FOURTH:** The purposes for which MIAMI DADE PRIMARY CARE, LLC is formed are:
- A. Engaging in any and all phases of the business of owning, managing and operating medical offices through the employment of qualified professionals during licensed to practice medicine and nursing in the State of Florida; and
 - B. Engaging in such other lawful acts or activities for which limited liability companies may be formed under §608.403, Florida Statutes.
- FIFTH:** The maximum number of ownership units which MIAMI DADE PRIMARY CARE, LLC is authorized to have outstanding is one thousand (1000), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.
- SIXTH:** MIAMI DADE PRIMARY CARE, LLC desiring to organize under the laws of the State of Florida as a limited liability company has designated its initial registered office at 2655 LeJeune Road, Suite 1101, Miami-Dade County, Coral Gables, Florida, 33134 and has named CHARLES P. SACHER as its initial Registered Agent who is located at such address.
- SEVENTH:** The name and street address of the subscriber to these Articles of Organization of MIAMI DADE PRIMARY CARE, LLC is as follows:

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NAME
CHARLES P. SACHER

ADDRESS
2655 LeJeune Rd., Suite 1101
Coral Gables, FL 33134

EIGHTH: The business of this limited liability company shall be conducted by Managers who shall be elected by the Members, who shall be elected in accordance with the Operating Agreement.

The name and street address of the initial Managers, who shall hold office for the first year of its existence or until their successors are elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ramon Carrillo, M.D.	3181 Coral Way 4 th Floor Miami, Florida 33145
Rayda Gonzalez, L.N.	3181 Coral Way 4 th Floor Miami, Florida 33145

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In accordance with the provisions of §608.409, Florida Statutes, the effective date of existence is specified to be January 15, 2009, so long as these Articles of Organization are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 16th day of January, 2009

Charles P. Sacher (SEAL)

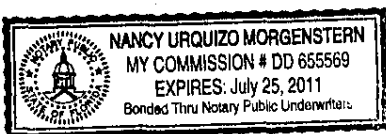
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Charles P. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 16 day of January, 2009.

Nancy Urquiza Morgenstern
Notary Public, State of Florida at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for MIAMI DADE PRIMARY CARE, LLC, at the place designated in Section SIXTH of the attached Articles of Organization, I hereby acknowledge that I am familiar with and accept the obligations of that position.


Charles P. Sacher, Registered Agent

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