

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0155
904-222-0156 FAX

800-342-8086

CSC networks
PRESTIGE HYPER
LEGAL & FINANCIAL SERVICES

1500001002

ACCOUNT NO. : 072100000032

REFERENCE : 776419 158152A

AUTHORIZATION :

500001675175
-01/02/96--01042--015
***285.00 ***285.00

COST LIMIT : \$ PREPAID

ORDER DATE : December 19, 1995

ORDER TIME : 3:30 PM

ORDER NO. : 776419

CUSTOMER NO: 158152A

CUSTOMER: Mr. Harold O. Miller
MR. HAROLD O. MILLER

Suite 250
400 South Tamiami Trail
Venice, FL 34285

FILED
95 DEC 28 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: DENTAL PRACTICE OF EDGEWATER,
L.C.

XXX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

T. BROWN DEC 28 1995

[Handwritten signatures and initials]
~~WAS 24740~~
~~630-1115~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 21, 1995

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: DENTAL PRACTICE OF EDGEWATER, L.C.
Ref. Number: W95000024740

The specific nature of business of the professional association must be stated in the document.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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 (904) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 195A00054904

DENTAL PRACTICE OF EDGEWATER, L.C.
ARTICLES OF ORGANIZATION
A LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

Article 1 NAME

The name of this limited liability company will be:

DENTAL PRACTICE OF EDGEWATER, L.C.

Article 2 DURATION

This limited liability company shall exist for a period of 29 years and 360 days from the date of its filing with the Department of State of Florida.

Article 3 PURPOSE

This limited liability company shall engage in the practice of dentistry and related dental arts, and/or transact any or all lawful activities or business permitted under the Laws of The United States, the State of Florida, or any other state, county, territory, or nation.

Article 4 ADDRESS AND REGISTERED AGENT

The address of the place of business of this limited liability company shall be:

Harold O. Miller, Registered Agent
400 South Tamiami Trail, Suite 250
Venice, Florida 34285

Article 5 CONTRIBUTION

The initial amount to be contributed to the limited liability company shall not exceed \$100,000.00. Additional contributions in cash and other assets may be made during the lifetime of the company.

Article 6 ADDITIONAL MEMBERS

The then existing members shall have the right by a majority vote of the existing

Article 7 TERMINATION OF MEMBERS

A member may terminate his or her membership in the limited liability company by providing to the manager of the company a letter in which the member indicates their desire to terminate his or her membership in the company. The value of the terminating member's membership in the limited liability company shall be determined by a CPA chosen by the member and the company. If agreement as to valuation is disputed, the parties agree to submit this question to binding arbitration in accordance with the rules of the American Arbitration Association. The termination of a member in the limited liability company shall not affect the continuation of the company. Upon the death of a member of the limited liability company the company shall purchase the deceased member's membership for a fair market value.

Article 8 INITIAL MEMBERS

The initial members of this limited liability company shall be:

Ann Brightleaf
John David
26 Sunset Drive
New Smyrna Beach, Florida 32168

Article 9 MANAGEMENT

The members of the company shall elect an individual or organization as the management of the company. Such election shall require a simple majority vote of the members of the company. The members shall have the right to terminate the management of the company by a simple majority vote. The initial manager of this limited liability company shall be:

Ann Brightleaf
26 Sunset Drive
New Smyrna Beach, Florida 32168

In witness whereof the undersigned are the organizers of this limited liability company and have executed these Articles of Organization on this 18th day of December, 1995.

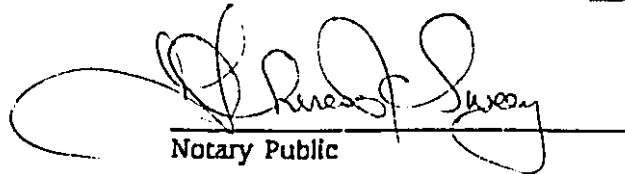
Signature of member:

by:


Authorized Representative

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged and sworn to before me this 18th day of
December, 1995.


Notary Public

My commission expires: 11/28/97

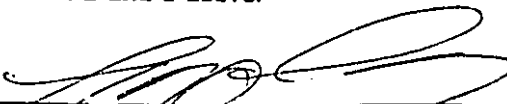


THERESA J SWEESY
My Commission CC332875
Expires Nov. 28, 1997
Bonded by ANB
800-852-5478

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of DENTAL PRACTICE OF EDGEWATER, L.C. Deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,000.
3. If any, the agreed value of property other than cash contributed by members is \$1,000. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members is \$2,000. This total includes amounts from 2 and 3 above.


Harold O. Miller, Authorized Representative

Signature of a member or authorized representative of a member: (In accordance with section 608.409(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

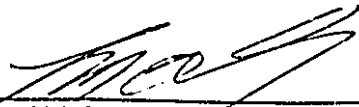
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

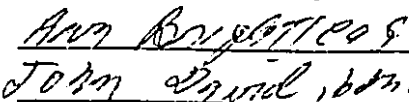
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95 DEC 28 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the limited liability company is DENTAL PRACTICE OF EDGEWATER, L.C.
2. The name and address of the registered agent and office is:

Harold O. Miller, Registered Agent
400 South Tamiami Trail, Suite 250
Venice, Florida 34285


Harold O. Miller, Registered Agent


John David, Secretary
Members of Dental Practice of Edgewater, L.C.

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of 607.325, Florida Statutes.

Signature 

Date 12-18-95

Signature _____

Date _____

Signature _____

Date _____

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

1996 FEB 19 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 238.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company **DOCUMENT #L95000001002**

DENTAL PRACTICE OF EDGEWATER, L.C.
% HAROLD O. MILLER
400 S. TAMIAMI TRAIL, SUITE 250
VENICE FL 34285

1a. Principal Place of Business Address

% HAROLD O. MILLER
400 S. TAMIAMI TRAIL, SUITE 2
VENICE FL 34285

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business <u>SAME</u> Suite, Apt. #, etc.		2a. Mailing Address Suite, Apt. #, etc.		3. Date Organized or Qualified 12/28/1995	3a. State of Formation FL
City & State		City & State		4. FEI Number	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> CA 75 Arghum! Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent

MILLER, HAROLD O
400 SOUTH TAMIAMI TRAIL
SUITE 250
VENICE FL 34285

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

Zip Code

FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

DATE

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	BRIGHTLEAF, ANA	2680 26 SUNSET DRIVE	NEW SMYRNA BEACH FL.
MEM	DAVID, JOHN	2680 26 SUNSET DRIVE	NEW SMYRNA BEACH FL.

32168
700001722307
-02/23/96--01028--003
****238.75 ****238.75

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Ana Brightleaf
SIGNATURE AND TYPE OF AUTHORIZED PERSON FOR SIGNING MANAGING MEMBER OR MANAGER

2/13/96
Date

3044261818
Telephone Prefix: 0