

GOLDSTEIN, JEFFREY S. TANEN, P.A.  
ATTORNEYS

L9900000 1948

SUITE 3250 ONE BISCAYNE CENTER  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
(305) 374-3250  
TELECOPIER  
(305) 374-7632

April 1, 1999

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32309-0001

700002827787--2  
-04/02/99--01049--004  
\*\*\*\*337.50 \*\*\*\*337.50

RE: TCB REALTY, L.L.C.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Organization and Affidavit of Membership and Contributions for the captioned company along with our check in the sum of \$337.50 representing the following:

|                      |                        |
|----------------------|------------------------|
| Filing Fee           | \$250.00               |
| Registered Agent Fee | 35.00                  |
| Certified Copy       | <u>52.50</u>           |
| <b>TOTAL</b>         | <b><u>\$337.50</u></b> |

FILED  
APR -2 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return the filed certificate to us in the enclosed pre-paid federal express package as quickly as possible. Thank you.

Sincerely,

*Jeffrey S. Tanen*  
Jeffrey S. Tanen

JST/mjb  
Enclosures  
M:\Bartzokis\L-Sec State.wpd

L99-1948

|                   |                         |
|-------------------|-------------------------|
| Name              | <i>Jeffrey S. Tanen</i> |
| Availability      | <i>OK</i>               |
| Document Examiner | <i>OK</i>               |
| Updater           | <i>OK</i>               |
| Updater Verifier  | <i>OK</i>               |
| Notary            | <i>OK</i>               |

**ARTICLES OF ORGANIZATION  
OF  
TCB REALTY, L.L.C.**

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**ARTICLE I**

Name of Limited Liability Company

The name of this limited liability company is TCB REALTY, L.L.C.

**ARTICLE II**

Company Existence

This limited liability company shall have perpetual existence.

**ARTICLE III**

Principal Place of Business

The address of the principal place of business of this limited liability company is 3000 N.W. 29<sup>th</sup> Road, Boca Raton, FL 33431.

**ARTICLE IV**

Registered Office

The address of the initial registered office of the company is c/o Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, FL 33131. The members may from time to time move the registered office to any other address in Florida.

FILED  
99 APR -2 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V

### Registered Agent

The initial registered agent of the company for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, Florida 33131.

## ARTICLE VI

### Members

The initial members of the company shall be:

Thomas M. Bartzokis, M.D.

Peggy E. Bartzokis

Additional members may be admitted to the company upon resolution adopted by a unanimous vote of the members of the company (unless in the case of inheritance) and upon such additional member's cash contribution of his/her proportional minimum subscription.

## ARTICLE VII

### Right to Continue

The remaining members of the company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

## ARTICLE VIII

### Management of Company

The management of the company is reserved to the members. The names and addresses of the managing member is as follows:

Thomas M. Bartzokis, M.D.  
825 Meadows Road, Suite 111  
Boca Raton, Florida 33486

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90 APR -2 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE IX

### Organizer

The name and address of the Organizer, who is the authorized representative of all of the members, is as follows:

Thomas M. Bartzokis, M.D.  
825 Meadows Road, Suite 111  
Boca Raton, Florida 33486

## ARTICLE X

### Members' Liabilities and Rights

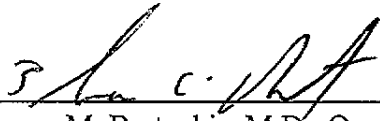
No contract, act or transaction of this company with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any member of this company is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a member of this company is hereby relieved from any liability that might otherwise exist from thus contracting with this company for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any member of this company may vote upon any contract or other transaction between the company and any subsidiary or controlled company without regard to the fact that he is also a member or director of such subsidiary or controlled company.

## ARTICLE XI

### Amendment

These Articles of Organization may be amended, changed, altered, or repealed only by unanimous vote of the membership interest.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this 25<sup>th</sup> day of March, 1999.

  
\_\_\_\_\_  
Thomas M. Bartzokis, M.D., Organizer

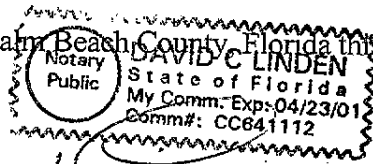
FILED  
99 APR -2 PM 5:00  
SECRETARY OF STATE  
171 LAKEVIEW BLVD  
TALLAHASSEE, FLORIDA 32301

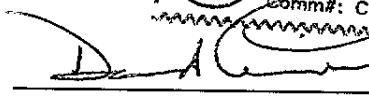
STATE OF FLORIDA                    )  
                                                  ) ss:  
COUNTY OF PALM BEACH            )

BEFORE ME, the undersigned authority, this day personally appeared Thomas M. Bartzokis, M.D., to me known to be the person described in and who executed the foregoing Articles of Organization and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Boca Raton, Palm Beach County, Florida this 25<sup>th</sup> day of March, 1999.

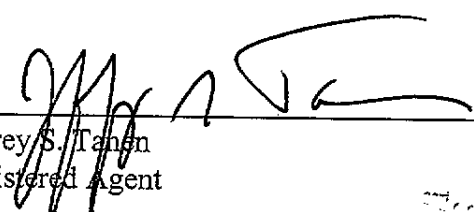
My commission expires: 4/23/01



  
\_\_\_\_\_  
Notary Public, State of Florida

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above-named limited liability company at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.

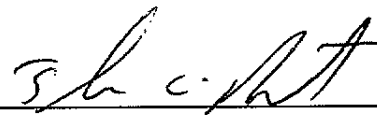
  
\_\_\_\_\_  
Jeffrey S. Tannen  
Registered Agent

FILED  
99 APR -2 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
TCB REALTY, L.L.C.

The undersigned member or authorized representative of a member of TCB REALTY, L.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 member(s) is \$200.00.
3. The agreed value of property other than cash contributed by member(s) is \$-0-.
4. The amount of cash or property anticipated to be contributed by member(s) is \$-0-.
5. The total amount of 2, 3 and 4 is \$200.00.

  
\_\_\_\_\_  
Thomas M. Bartzokis, M.D.

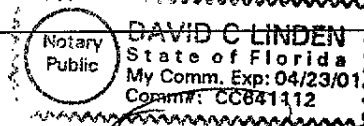
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

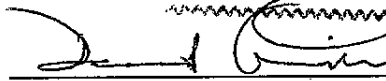
STATE OF FLORIDA )

) ss:

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, this 25<sup>th</sup> day of March, 1999, by Thomas M. Bartzokis, M.D., who personally appeared before me at the time of notarization, and who is personally known to me or who has produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
David Linden  
Print

My commission expires: 4/23/01