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TO: DIVISION OF CORPORATIONS

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FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
CONTACT: BARBARA A BELLE ISLE
PHONE: (941)334-4121

ACCT#: 075410002172

FAX #: (941)332-4494

NAME: FLORIDA HEART ASSOCIATES, P.L.

AUDIT NUMBER.....H96000012358

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Barbara
9/15/96

FAX AUDIT NO: H96000012358



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

August 14, 1996

BARBARA A. BELLE ISLE
HENDERSON, FRANKLIN, STARNES & HOLT
P O BOX 280
FT. MYERS, FL 33902

The name FLORIDA HEART ASSOCIATES, P.A. has been reserved for 120 days beginning August 14, 1996. The reservation number is R96000003883 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 096A00038681

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
FLORIDA HEART ASSOCIATES, P.L.,
A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY**

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The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Professional Limited Liability Company under Florida Statutes Chapters 608 and 621, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit and the following Articles of Organization are hereby adopted.

**ARTICLE I.
NAME**

The name of the Professional Limited Liability Company shall be FLORIDA HEART ASSOCIATES, P.L., a Florida professional limited liability company.

ARTICLE II.

DURATION; EFFECTIVE DATE

The Professional Limited Liability Company shall exist for a period commencing as of the date these Articles of Organization are filed with the Secretary of State of the State of Florida and terminating on December 31, 2026.

**ARTICLE III.
ADDRESS; PRINCIPAL OFFICE**

The mailing and street address of the principal office of the Professional Limited Liability Company is 1390 Royal Palm Square Boulevard, Fort Myers, Florida 33907.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial registered agent is Jeffrey H. Rosen, M.D. The initial registered agent's address is 1390 Royal Palm Square Boulevard, Fort Myers, Florida 33907.

Prepared by: Thomas P. Clark, Esq.
Florida Bar No.: 0510114
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

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**ARTICLE V.
PURPOSE**

The Professional Limited Liability Company may engage in each and every aspect of the general practice of medicine but only through its members who are duly licensed or otherwise legally authorized to render such professional services, and in any and every other activity permitted from time to time for a Professional Limited Liability Company so formed to engage in.

**ARTICLE VI.
RESTRICTIONS ON MEMBERSHIP;
RIGHT TO ADMIT ADDITIONAL MEMBERS**

Individual members must be licensed to practice medicine in the State of Florida. Existing members shall have the right to admit new members by consent of a "Majority in Interest" as defined in the Regulations of this Professional Limited Liability Company, as the same may be amended from time to time. Contributions required of new members shall be determined at the time of admission to the Professional Limited Liability Company in accordance with the Regulations.

A member's interest in the Professional Limited Liability Company may not be sold or otherwise transferred except to a person licensed to practice medicine in the State of Florida, and with the written consent of the Majority in Interest in the Professional Limited Liability Company and otherwise in accordance with the Regulations of this Professional Limited Liability Company.

**ARTICLE VII.
CONTINUATION**

Upon 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 Professional Limited Liability Company, the remaining members shall have the right to continue the business with the consent of the Majority in Interest of such remaining members.

**ARTICLE VIII.
MANAGEMENT**

Management of the Professional Limited Liability Company is reserved to its members. The names of the initial members are as follows:

James Butler, D.O.
Nelson L. Charles, M.D.
Dale L. Haggman, D.O.

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Henry H. Hon, M.D.
Subash Kshirsagar, M.D.
Bala C. Prabhakaran, M.D.
Steven V. Priest, M.D.
Jeffrey H. Rosen, M.D.
Michael R. Rubla, M.D.
James E. Senecqua, M.D.
Rampaul G. Singh, M.D.
Harvey Tritel, M.D.
Edward C. Ziegler, M.D.

ARTICLE IX. REGULATIONS

The members of the Professional Limited Liability Company shall have the power to adopt, alter, amend, or repeal the Regulations which may contain any provisions for the regulation and management of the affairs of the Professional Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

ARTICLE X. AMENDMENT

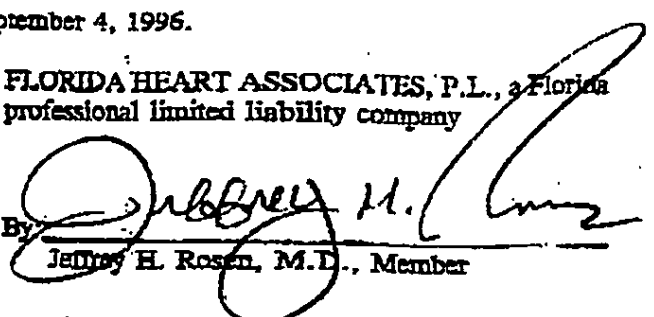
These Articles of Organization may be amended by a vote of members representing a Majority in interest in the Professional Limited Liability Company.

The undersigned, being one of the initial members of the Professional Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of FLORIDA HEART ASSOCIATES, P.L.

Executed by the undersigned on September 4, 1996.

FLORIDA HEART ASSOCIATES, P.L., a Florida
professional limited liability company

By


Jeffrey H. Rosen, M.D., Member

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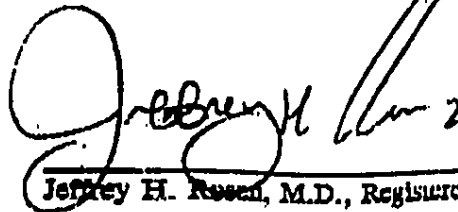
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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGEMENT OF REGISTERED AGENT**

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TALLAHASSEE, FLORIDA

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the above Professional Limited Liability Company and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

Dated this 4th day of September, 1996.


Jeffrey H. Rosen, M.D., Registered Agent

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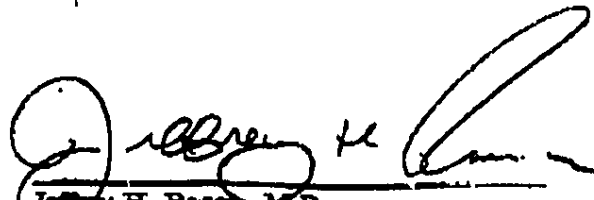
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Florida Heart Associates, P.L. deposes and says:

1. The above-named Professional Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is \$130,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash and property anticipated to be contributed by the members is \$130,000.00. This total includes the amounts from 2 and 3 above.

The affiant says nothing further.

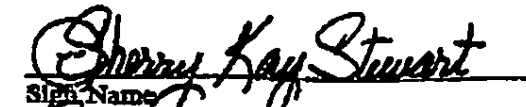
Dated this 4th day of September, 1996.


Jeffrey H. Rosen, M.D.

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared Jeffrey H. Rosen, M.D., to me well known as a member of the above professional limited liability company and who subscribed the above affidavit of Membership and Contribution.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 4th day of September, 1996.


Sherry Kay Stewart
Print Name
Notary Public, State of Florida
Commission No. _____



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