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PASTER, RAY & COHEN
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW
6108 26TH STREET WEST, SUITE 2
BRADENTON, FLORIDA 34207

SAUL PASTER, P.A.
RICHARD BARTON RAY, P.A.
ARTHUR J. COHEN, P.A.

TELEPHONE
(941) 755-3731
FAX
(941) 756-6254

December 15, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****125.00 ****125.00

w99-29273

RE: Mandelblum and Cohen Medical Consultants, LLC

Dear Sir/Madam:

Enclosed please find our check in the amount of \$125.00 for filing the Articles of Organization which we have enclosed for the above referenced matter. Thank you for your prompt attention in this matter.

Very truly yours,


Arthur J. Cohen

AJC/prh
enclosure

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 23, 1999

PASTER, RAY & COHEN
6108 26TH STREET WEST, STE 2
BRADENTON, FL 34207

SUBJECT: MANDELBLUM AND COHEN MEDICAL CONSULTANTS, LLC
Ref. Number: W99000029273

We have received your document for MANDELBLUM AND COHEN MEDICAL CONSULTANTS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 099A00060067

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ARTICLES OF ORGANIZATION

OF

MANDELBLUM AND COHEN MEDICAL CONSULTANTS, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MANDELBLUM AND COHEN MEDICAL CONSULTANTS, LLC, and its principal office shall be located at 6090 26th Street West in the City of Bradenton, County of Manatee, State of Florida, but shall have the power to establish branch offices at any other place or places as the members may designate.

ARTICLE II - PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. The purpose of this limited liability company is to practice the profession of medicine. The sole and exclusive professional service to be rendered by the company is medical.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To engage in any activity or business authorized under the Florida Statutes.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, associations, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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2. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either along or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be consistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not under Florida Laws, lawfully carry on, exercise, or do.

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ARTICLE III - EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV - MANAGEMENT

MANDELBLUM AND COHEN MEDICAL CONSULTANTS, LLC shall be managed by two (2) managers, whose names and addresses are as follows:

Arthur J. Cohen, M.D., 6090 26th Street West, Bradenton, Florida 34207
David Mandelblum, M.D., 6090 26th Street West, Bradenton, Florida 34207

They shall serve until such time as their successors are elected and qualified by the members of the Limited Liability Company.

ARTICLE V - MEMBERSHIP RESTRICTION

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 limited liability company, the remaining members shall have the right to continue the business unless a majority of the members choose to terminate the Limited Liability Company.

ARTICLE VI - CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by the managers and shall require approval by a simple majority of the members. Members will make contributions in equal shares.

ARTICLE VII - PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the business operations of the limited liability company. Profits shall be distributed according to a formula to be established by the managers of the limited liability company. The distributive

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share of the profits shall be determined and paid to the members quarterly.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business. If these sources are insufficient to cover such losses the members shall be responsible for these losses according to a formula to be established by the managers of the limited liability company.

ARTICLE VIII - DURATION

The limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX - INITIAL REGISTERED OFF AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 6090 26th Street West, City of Bradenton, County of Manatee, State of Florida, and the name of the company's initial registered agent at that address is ARTHUR J. COHEN, M.D.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MANDELBLUM AND COHEN MEDICAL CONSULTANTS, LLC.

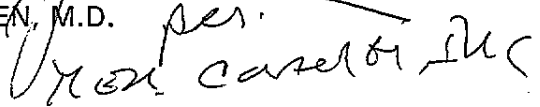
Executed by the undersigned at Bradenton, Florida on December 15th, 1999.



DAVID MANDELBLUM, M.D., P.A.



ARTHUR J. COHEN, M.D.

per.


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TALLAHASSEE, FLORIDA

STATEMENT REGARDING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF MANATEE

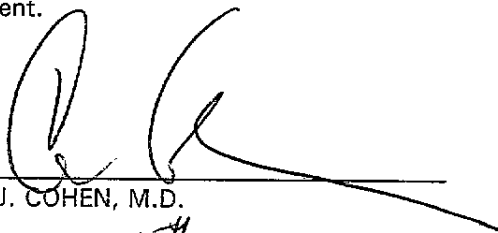
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is MANDELBLUM AND COHEN MEDICAL CONSULTANTS, LLC.

The name of the registered agent for MANDELBLUM AND COHEN MEDICAL CONSULTANTS, LLC, is ARTHUR J. COHEN, M.D. and the street address of the company's principal office where the agent is located is 6090 26th Street West, Bradenton, Florida 34207.

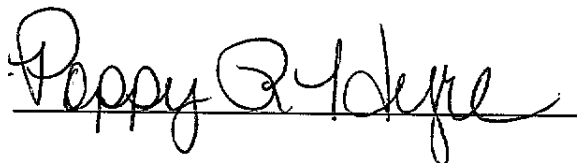
This statement is to acknowledge that, as indicated above, MANDELBLUM AND COHEN MEDICAL CONSULTANTS, LLC has appointed me, ARTHUR J. COHEN, M.D., as its registered agent to accept service of process for the company at the place designated above in this certificate, accept this appointment as registered agent and agree to act in this capacity. If further agree to comply with the provision of all statues relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

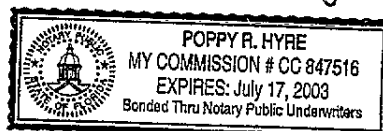
Dated December 15, 1999.


ARTHUR J. COHEN, M.D.

The foregoing instrument was acknowledged before me this 15th day of December, 1999, by ARTHUR J. COHEN, on behalf of MANDELBLUM AND COHEN MEDICAL CONSULTANTS, LLC, who is personally known to me.

NOTARY PUBLIC





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