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Florida Department of State  
Division of Corporations  
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**LIMITED LIABILITY COMPANY**

**UROLOGY WELLNESS, L.L.C.**

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STATE OF FLORIDA  
DIVISION OF CORPORATIONS

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**ARTICLES OF ORGANIZATION  
OF  
UROLOGY WELLNESS, L.L.C.**

THE UNDERSIGNED, initial manager of UROLOGY WELLNESS, L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is: UROLOGY WELLNESS, L.L.C.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

3120 N. 34th Street  
Hollywood, Florida 33021

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

3120 N. 34th Street  
Hollywood, Florida 33021

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

MICHAEL BEDZOW, ESQ.  
BEDZOW, KORN, BROWN, MILLER, & ZEMEL, P.A.  
20803 Biscayne Boulevard  
Suite 200  
Aventura, Florida 33180  
(305) 935-6888

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BEDZOW, KORN, BROWN, MILLER & ZEMEL, P.A., AVENTURA, FLORIDA • (305) 935-6888  
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**ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

**ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

**ARTICLE VIII. DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains one (1) member of the Company.

**ARTICLE IX. MANAGEMENT BY MEMBERS**

The Company shall be managed by its members. The name and address of the initial members are set forth below.

Initial Member:  
Address:

Mark Weitzenfeld and Marlene Weitzenfeld, his wife  
3120 N. 34th Street  
Hollywood, Florida 33021

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Initial Member:  
Address:

Mark Stutz and Jill Stutz, his wife  
4207 Winchester Road  
Allentown, PA 18104

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**ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

**ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of all of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial manager has executed the foregoing Articles of Organization as of this 29 day of December, 1999.

**INITIAL MANAGER:**

  
\_\_\_\_\_  
MARK WETZENFELD, Manager

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**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

DIVISION OF CORPORATIONS

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The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida

Limited Liability Company Act:

Having been appointed as registered agent of UROLOGY WELLNESS, L.L.C., a Florida limited liability company in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated: December 30, 1999

  
MICHAEL BEDZOW, ESQ.

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