

JAN-10-2000 16:13

KRAMER, GREEN, et al

P.0

L000000000383

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000001454 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 922-4003

From:

Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
Account Number : 073707002173  
Phone : (954) 966-2112  
Fax Number : (954) 981-1605

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 11 AM 7:34

RECEIVED

LIMITED LIABILITY COMPANY

access immunology center, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

00 JAN 10 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL

H000000014548

**ARTICLES OF ORGANIZATION**

**FOR**

**ACCESS IMMUNOLOGY CENTER, L.L.C.**

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

ACCESS IMMUNOLOGY CENTER, L.L.C.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 5400 S. University Drive, Suite 118, Davie, FL 33328.

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MEMBER SHARES**

The Limited Liability Company is authorized to issue 10,000 shares of membership interest, which shares shall evidence the interest of the members of the Limited Liability Company, which shares shall be designated "Member Shares." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company interest issued by the Limited Liability Company and setting forth the number of Member Shares issued and outstanding in the name of such member.

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Boulevard, Suite 485 South,  
Hollywood, FL 33021, phone: (954)966-2112

H000000014548

**ARTICLE V - MANAGEMENT**

H000000014548

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

5.2 The board of managers of the Limited Liability Company shall consist of two (2) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than two (2). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The names and addresses of the initial managers of the Limited Liability Company are:

Juan Gallinal  
5400 S. University Drive  
Suite 118  
Davie, FL 33328

Ken Goss  
5400 S. University Drive  
Suite 118  
Davie, FL 33328

00 JAN 10 PM 5:00  
KRAMER, GREEN, et al  
H000000014548

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company.

**ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS**

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon 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 of the Limited Liability Company, upon the approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company.

**ARTICLE VIII - OFFICERS**

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

H000000014548

**ARTICLE IX - AMENDMENT OF ARTICLES OF ORGANIZATION**

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE X - INDEMNIFICATION**

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being Managers of the Limited Liability Company, have executed these Articles of Organization this \_\_\_\_ day of January, 2000.

  
\_\_\_\_\_  
JUAN GALLINAL, Manager  
\_\_\_\_\_  
KEN GOSS, Manager

00 JAN 10 PM 5:00  
KRAMER, GREEN, et al  
H000000014548

H000000014548

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is ACCESS IMMUNOLOGY CENTER, L.L.C.
2. The name and the Florida street address of the registered agent are:

Mitchell F. Green  
4000 Hollywood Boulevard  
Suite 485 South  
Hollywood, FL 33021

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.

  
MITCHELL F. GREEN, Registered Agent

K:\MFG\ACCESS\IMMUNOL\immunol.a

00 JAN 10 PM 5:00

H000000014548