

L000000002017

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: F.W. Associates, L.L.C

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for: \$78.75

FROM:

Elaine M. Fernandez

545 Bunt Lane
Address

Pensacola, Florida 32503
City, State & Zip

850-477-5110
Daytime Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 23 PM 2:13

APPROVED
AND
FILED

RECEIVED

00 FEB 23 PM 2:03

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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****125.00 ****125.00

JB
2-23-00

**Articles of Organization
of
F. W. ASSOCIATES, L. L. C.**

The undersigned subscriber to these Articles of Organization, desiring to form a limited liability company pursuant to the Florida Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, and being a natural person competent to contract, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I (NAME)

The name of this limited liability company is F.W. ASSOCIATES, L.L.C (the "Company").

ARTICLE II (DURATION)

The Company shall have perpetual duration, beginning on the date these Articles of Organization are filed in the Office of the Secretary of State of the State of Florida.

ARTICLE III (PURPOSE)

Except as limited by Chapter 621 of the Florida Statutes, the Company shall have all of the powers stated in the Florida Limited Liability Company Act, Chapter 608, the Florida Statutes, as such chapter presently exists and may hereafter be amended, and to render professional medical services.

ARTICLE IV (PRINCIPAL OFFICE AND REGISTERED AGENT)

The street address and mailing address of the Company's initial principal office shall be 16526 Silverhill Drive, Tampa, Florida 33624. The Company's principal office may hereafter be at such other place or places as the members from time to time may determine. The name of the initial registered agent of the Company shall be Elaine M. Fernandez and the street address of the registered agent is 16526 Silverhill Drive, Tampa, Florida 33624.

ARTICLE V (MANAGEMENT)

The Company will have a manager. Until the first annual meeting of members or until the initial manager's successors are elected and qualified, the initial manager's name is:

Elaine M. Fernandez
16526 Silverhill Drive
Tampa, Florida 33624

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TALLAHASSEE, FLORIDA

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ARTICLE VI (MEMBERS)

The names and address of the initial members are as follows:

Elaine M. Fernandez
16526 Silverhill Drive
Tampa, Florida 33624

Deborah F. Wolfe
5345 Northdale Boulevard
Tampa, Florida 33624

Subject to the provisions of Chapter 621 of the Florida Statutes, additional members may be admitted, at such times and on such terms and conditions as determined by a majority in interest (or such greater percentage as may be specified from time to time in the Company's Operating Agreement or regulations) of its members.

ARTICLE VII (CONTINUATION)

The Company shall not be dissolved but instead shall continue notwithstanding the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event terminating membership in the Company: however, in any such event, a majority in interest of the remaining members (or such greater percentage as may be specified from time to time in the Company's Operating Agreement or regulations) shall have the right upon the occurrence of any such event to elect to dissolve the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed the foregoing Articles of Organization on this 22nd day of February, 2000.

Elaine M. Fernandez
Elaine M. Fernandez
Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**STATE OF FLORIDA
COUNTY OF ESCAMBIA**

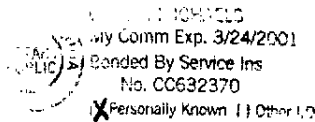
The foregoing instrument was acknowledged before me this ____ day of February, 2000, by Elaine M. Fernandez, who did not take an oath, who stated that she executed the forgoing instrument as the authorized representative of a member of the professional limited liability company, and who:

✓ is/are personally known to me.
 produced current Florida driver's license as identification.
 produced _____ as identification.

Gina K. Michaels

Notary Public

(Notary Seal Must Be Affixed)



Gina K. Michaels

Name of Notary Printed
My Commission

Expires: 03-24-01

Commission

Number: CC632370

SECRET
FLORIDA STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted:
That F.W. ASSOCIATES, L.L.C., desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at 16526 Silverhill Drive, Tampa,
Florida 33624, has named Elaine M. Fernandez, whose business address is 545 Brent
Lane, Pensacola, Florida 32503, as its agent to accept service of process within Florida.

F.W. ASSOCIATES, L.L.C.

By: Elaine M Fernandez
Elaine M. Fernandez
Authorized Representative of a Member

ACCEPTANCE

Having been named as registered agent and to accept service of process for the
above stated professional limited liability company at the place designated in this
certificate, I am familiar with and accept the obligations of my position as registered agent
and I agree to act in that position. I further agree to comply with the provisions of all
statutes relating to the proper and complete performance of my duties.

February 22, 2000

Elaine M Fernandez
Elaine M. Fernandez, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 23 PM 2:13

APPROVED
AND
FILED