

L00000003391

Division of Corporations

<https://cfss1.dos.state.fl.us/scripts/efilecovr.exe>

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.

(((H00000013305 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 : STRAWN & MONAGHAN, P.A.
 Account Number : 076215000176
 Phone : (561)278-9400
 Fax Number : (561)278-9462

LIMITED LIABILITY COMPANY

Podicare Research Network, L.C.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$125.00

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED

00 MAR 24 5 00 PM '00
 TALLAHASSEE, FLORIDA

RECEIVED

00 MAR 27 AM 7:26
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

H00000013305 8

ARTICLES OF ORGANIZATION**OF****PODICARE® RESEARCH NETWORK, L.C.****A Florida Limited Liability Company**

The undersigned, acting as the members of a limited liability company under the Florida Limited Liability Company Act as set forth in Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for Podicare® Research Network, L.C. (the "Company"):

ARTICLE I**NAME**

The name of the Company is Podicare® Research Network, L.C. and its principal place of business shall be in the City of Dania, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II**DURATION**

The period of duration of the Company is until the close of business on December 31, 2046, or until the earlier dissolution of the Company in accordance with the provisions of its Regulations.

ARTICLE THREE**ADDRESS**

The mailing address and street address of the principal office of the Company is 1815 Griffin Road, Suite 203, Dania, Florida 33004.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

H00000013305 8

FILED
00 MAR 24 2000
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00000013305 8

ARTICLE FOUR**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of the Company is Jeffrey L. Cohen, Esq., 54 N.E. 4th Avenue, Delray Beach, FL 33483.

ARTICLE FIVE**MANAGEMENT**

The Company shall be managed by managers to be elected in accordance with the Company's regulations. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified are:

George Pollack
1815 Griffin Road
Suite 203
Dania, FL
33009

Jeffrey Galitz, M.D., D.P.M.
210 S. Federal Highway
Suite 401
Hollywood, FL
33020

David Scott
1897 Palm Beach Lakes Blvd.
Suite 120
West Palm Beach, FL 33409

ARTICLE SIX**ADDITIONAL MEMBERS**

Members shall have the right to admit new members as described in the Regulations of the Company.

ARTICLE SEVEN**MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's Regulations have the right to continue the business of the 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 Company.

H00000013305 8

FILED
00 MAR 24 PM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLE EIGHT

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE NINE

PURPOSES AND POWERS

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

1. To engage in the business of clinical research and in any activity or business authorized under the Florida Statutes.
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 herein set forth to the same extent as a natural person might or could do.
3. 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, association 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 the Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.

FILED
00 MAR 24 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



4. 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.
6. 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 herein set forth, either alone 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 inconsistent with the laws of the State of Florida.
7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE TEN

PROFITS AND LOSSES

- (a) Sharing of Profits. The members shall be entitled to the net profits from the

E000000013305 8

operation of the Company business that remain after the payment of the expenses of conducting the business of the Company. Except as specifically provided otherwise in the Regulations, each member shall be entitled to such amount of the net profits in direct proportion to its ownership interest in the Company. The distributive share of the profits shall be determined and paid to the members as the Managing Members may so direct, but not later than December 31st of each year.

(b) Losses. All losses that occur in the operation of the Company business shall be paid out of the capital of the Company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in direct proportion to their respective ownership interests in the limited liability company, unless specified otherwise in the Regulations.

ARTICLE ELEVEN

LIMITED LIABILITY COMPANY POWERS

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of, the managing members of the Company, unless specifically provided otherwise in the Regulations. This article may be amended from time to time by a vote of the members of the Company, as set forth in the Regulations.

ARTICLE TWELVE

RESTRICTIONS ON MEMBERS

A member's interest in the Company may not be sold or otherwise transferred except with the unanimous written consent of the members, as more particularly set forth in the Regulations of the Company.

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 Company as set forth in the Regulations of the Company, the remaining members shall have the right to continue the business upon the consent of such remaining members, as more particularly set forth in the Regulations of the Company.

The undersigned, being the original members of the Company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Podicare® Research Network, L.C.

E000000013305 8

H00000013305 8

Executed by the undersigned on July 29, 1999.

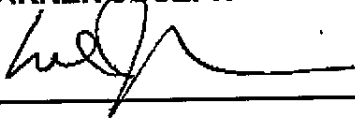
MEMBERS:

PODICARE® MANAGEMENT SERVICES, INC., a Florida corporation

By: 

Jeffrey L. Galitz, M.D., D.P.M.
President

WARREN JOSEPH



PALM BEACH RESEARCH CENTER, INC., a Florida corporation

By: 

David Scott
Vice President

FILED

00 - MAR 24 PM 10:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E000000013305 8

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for PODICARE® RESEARCH NETWORK, L.C. in the foregoing Articles of Organization, I hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.



JEFFREY L. COHEN

FILED

00 MAR 24 PM 10:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E000000013305 8