

L0000000 9/72

CLYATT & RICHARDSON  
PROFESSIONAL ASSOCIATION  
1551 FORUM PLACE - SUITE 300-F  
WEST PALM BEACH, FLORIDA 33401

SHELTON CLYATT, JR  
KEVIN F. RICHARDSON

TELEPHONE (561) 471-9600  
FACSIMILE (561) 471-9655  
E-MAIL: RKSHARKLAW@aol.com

TRANSMITTAL LETTER

000003333860--9  
-07/24/00--01130--014  
\*\*\*\*125.00 \*\*\*\*125.00

July 18, 2000

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

**SUBJECT: A/R SPECIALISTS, LLC**

Enclosed is an original and one (1) copy of the Articles of Organization for a Florida of Limited Liability Company and a check for:

  x   \$125.00  
Filing Fee

From: Kevin F. Richardson, Esq.  
1551 Forum Place, Ste. 300-F  
West Palm Beach, FL 33401  
561-471-9600

FILED  
00 JUL 24 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SL

**NOTE: Please provide the original and one copy of the articles.**

## ARTICLES OF ORGANIZATION

### FOR

### A/R SPECIALISTS, L.L.C.

#### a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be A/R SPECIALISTS, L.L.C.
2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by 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, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. The mailing and street address is 600 North Pine Island Rd., Ste. 450, Plantation, FL 33324.
4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Kevin F. Richardson, Esquire, Clyatt & Richardson, P.A., 1551 Forum Place, Suite #300-F, West Palm Beach, Florida, 33401.
5. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the written application of such new Additional Member, in the manner set forth in the Regulation of this Company.
6. Right to Continue Business.

The remaining members may continue the Business on 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 in the company.

FILED  
00 JUL 24 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7. Management of Company

Management of the company is reserved to the Members. The names and addresses of the Managerial Member are:

<u>Names</u>	<u>Addresses</u>
Scott N. Nadel, M.D.	3839 Danbury Road Brewster, NY 10509
Mark Glicklich, M.D.	3839 Danbury Road Brewster, NY 10509
Conrad Ehrlich, M.D.	67 Sand Pit Road Danbury, CT 06810
Frank J. Sapnagis	10946 NW 56 <sup>th</sup> Court. Coral Springs, FL 33076
Sam J. Comito	10946 NW 56 <sup>th</sup> Court Coral Springs, FL 33076

8. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

10. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

11. Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted not liability incurred by or on behalf of this company except by a majority in interest vote of the Members.

12. Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Regulations and

FILED  
00 JUN 21 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Principals' and Members' Agreement. The Transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

13. Withdrawal or Reduction of Member's Contributions to Capital.

A Member shall not receive out of the Company property any part of his or its contribution to capital until:

(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

(c) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the Regulation of the Company.

14. Members' rights are further governed by a Principals' and Members' Agreement on file at the Company's office.

IN WITNESS WHEREOF, the undersigned Members have hereunto set their hands and seals as of this      day of      , 2000

Frank J. Saphagis  
Frank J. Saphagis

Sam J. Comito  
Sam J. Comito

Scott N. Nadel  
Scott N. Nadel, M.D.

Mark Glicklich  
Mark Glicklich, M.D.

Conrad P. Ehrlich  
Conrad P. Ehrlich, M.D.

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

Kevin F. Richardson  
Kevin F. Richardson

FILED  
JUL 24 PM 3:06  
SECRETARY OF STATE  
ALABAMA, FLORIDA