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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

AL

LIMITED LIABILITY COMPANY

endoscopy partners, l.l.c.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(A)

ARTICLES OF ORGANIZATION FOR
Endoscopy Partners, L. L. C.

ARTICLE I - Name:

The name of the Limited Liability Company is:

Endoscopy Partners, L.L.C.

ARTICLE II Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

4800 S.W. 8th Street
Coral Gables, FL 33134

ARTICLE III - Duration:

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

ARTICLE IV - Management:

____ The Limited Liability Company is to be managed by a manager or managers and the name(s) and addressees of such manager(s) who is/are to serve as manager(s) is/are:

X The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Eugenio J. Hernandez, M.D.
4800 S.W. 8th Street
Coral Gables, Florida 33134

Simon Behar, M.D.
4800 S.W. 8th Street
Coral Gables, Florida 33134

THIS DOCUMENT PREPARED BY:
Howard E. Kurzweil, Esq.
Howard E. Kurzweil, P.A.
2151 Le Jeune Road, Mezzanine
Coral Gables, Florida 33134
Florida Bar No. 284416
Phone: (305) 442-7085

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ARTICLE V Registered Agent and Initial Registered Office

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

HOWARD E. KURZWEIL, ESQ.
HOWARD E. KURZWEIL, P.A.
2151 Le Jeune Road, Mezzanine
Coral Gables, Florida 33134

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STATE

The Managers and/or Members may, from time to time, move the Registered Office to any other address in the State of Florida.

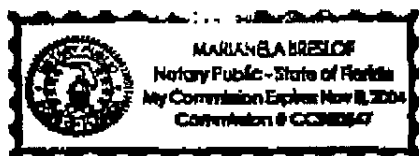
IN WITNESS WHEREOF, the undersigned, as the Organizers, have executed the foregoing Articles of Organization as of the 1 day of May, 2001.

Eugenio J. Hernandez, M.D.

Simon Behar, M.D.

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 1 day of May, 2001, by Eugenio J. Hernandez, M.D., and Simon Behar, M.D., who personally appeared before me at the time of notarization, and who are personally known to me or who provided _____ as identification.



NOTARY PUBLIC: MARIANELA BRESLOF

Sign Marianela Bresco

State of Florida at Large

My commission expires: Nov 8, 2004

Commission No. 00980547

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**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 IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Endoscopy Partners, L.L.C.

2. The name and address of the registered agent and office is:

Howard E. Kurzweil, Esq.
(NAME)

2151 Le Jeune Road, Mezzanine
(P.O. Box **NOT** ACCEPTABLE)

Coral Gables, Florida 33134
(CITY/STATE/ZIP)

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*Having been named as registered agent and to accept service of process for the above
stated limited liability company at te 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.*

Howard E. Kurzweil
(SIGNATURE)

5/1/01
(DATE)

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Filing Fee: \$35 for Designation of Registered Agent

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