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ROT BART & DEUTSCH, P.A.

21845 POWERLINE ROAD
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BOCA RATON, FLORIDA 33433
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Please reply to Boca Raton Office

February 4, 2002

Via FedEx

Florida Department of State
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL

Re: Article of Organization for
M & A Holding, L.L.C.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Organization for the above referenced limited liability company. I have also enclosed our firm's check in the amount of \$138.75 representing: \$100.00 filing fee; \$24.00 registered agent fee; \$5.00 for a certificate of status; and, 8.75 for a certified copy of the Articles. Please return a certified copy of the Articles in the enclosed postage paid envelope.

Should you have any questions, please do not hesitate to contact our offices.

Ver truly yours,
ROT BART & DEUTSCH, P.A.

BY: Alexander B. Rotbart

ABR/kac
Encl.

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-02/05/02--01076--003
****138.75 ****138.75

000004881100--4
-02/21/02--01002--020
*****21.25 *****21.25

FILED
02 FEB 20 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 2002

ALEXANDER B. ROTBART
ROTBART & DEUTSCH, P.A.
21845 POWERLINE ROAD, SUITE 201
BOCA RATON, FL 33433

SUBJECT: M & A HOLDING, L.L.C.
Ref. Number: W02000003854

We have received your document for M & A HOLDING, L.L.C. and your check(s) totaling \$138.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$21.25.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 002A00008037

ARTICLES OF ORGANIZATION

OF

**M & A HOLDING, L.L.C.,
a Florida Limited Liability Company**

The undersigned subscribes to these Articles of Organization hereby for a Limited Liability Company under the Laws of the State of Florida.

The name of this limited liability company is:

**M & A HOLDING, L.L.C.
a Florida Limited Liability Company**

**ARTICLE ONE
NATURE OF BUSINESS**

This limited liability company may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

Without limiting any of the purposes, powers and objects of this limited liability company it is expressly declared and provided that this limited liability company shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers either as principal, agent or broker, conferred by the laws of Florida upon limited liability companies, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

**ARTICLE TWO
DURATION**

This limited liability company shall have perpetual existence. The date of existence shall begin upon the filing of these Article of Organization and upon acceptance by the Secretary of State.

**This instrument prepared by:
Alexander B. Rotbart, Esq.
Rotbart & Deutsch, P.A.
21845 Powerline Road
Suite 201
Boca Raton, Florida 33433
Tel 561-361-8010; Fax 561-361-8086
Fla. Bar No. 982717**

02 FEB 20 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE THREE
PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this limited liability company shall be 2200 W. Glades Road, Boca Raton, Florida 33486 and such other place or places as the members from time to time may determine. The mailing address is the same as the principal place of business address.

The initial registered agent of this limited liability company shall be Rotbart & Deutsch, P.A., 21845 Powerline Road, Suite 201, Boca Raton, Florida 33433.

ARTICLE FOUR
CONTRIBUTIONS TO CAPITAL

The contributions to capital may be in the form of cash or in property, tangible or intangible, personal, real or mixed. The just valuation of the property contributed to capital shall be fixed by the members at a meeting called for such purpose.

Additional capital contribution to equity, in cash or in property, shall be made from time to time pursuant to the needs of this limited liability company as determined by its manager.

Additional contributions in the form of loans, whether in cash or in kind, and the terms of these loans, may be made as authorized by the manager and upon terms and conditions as agreed upon the manager.

The failure to make capital contributions in the capital amount and at the agreed upon due dates shall result in the member in default being dropped and his interest distributed prorata to the remaining member or members.

ARTICLE FIVE
ADMISSION OF ADDITIONAL MEMBERS

The members of this limited liability company are given the right to admit additional members upon terms and conditions set forth in the regulations adopted by the members. This company shall have eight members initially. The numbers of members may be increased or decreased from time to time in such manner as may be prescribed by the regulations but shall never be less than one (1).

ARTICLE SIX
MANAGEMENT OF BUSINESS

Management or conduct of this limited liability company shall be by a member designated, appointed, elected, removed, or replaced by a vote, approval or consent of the members with voting power prorata to their interest. The rights and duties of the members shall be set forth in the regulations of this limited liability company which are incorporated herein by reference. Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company. The limited liability company shall be a member-managed company.

The name and address of the initial manager of the limited liability company as designated by the majority of the members shall be:

1. Mark S. Block, M.D.- 2200 W. Glades Road, Boca Raton, FL 33486

ARTICLE SEVEN REGULATIONS

At the time of executing these Article of Organization, the members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in the members of this company if decided by majority vote.

ARTICLE EIGHT PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made in the name of this limited liability company. The company's regulations shall make a provision as to who may execute instruments and documents relating to property.

ARTICLE NINE MEETING OF MEMBERS

Annual meetings of the members shall be held on the first Tuesday of April of each year without call or notice at times and places selected by the members. Special meeting may be called by any member in accordance with the requirements set forth in the regulations at any time after the giving of 5 days notice to the other members. Notice of special meeting shall be given by actual notice in person or by telephone to each member. Attendance at meetings constitutes a waiver of notice unless the member protests the lack of notice to him. Minutes shall be kept of all regular and special meetings.

ARTICLE TEN TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this limited liability company may be transferred only with the unanimous written consent of all remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

**ARTICLE ELEVEN
PROFITS AND LOSSES**

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to his prorata interest in the company. Losses shall be passed through to each member according to his prorata interest in the company.

**ARTICLE TWELVE
WITHDRAWAL, RETIREMENT, DEATH,
BANKRUPTCY, OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this limited liability company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

**ARTICLE THIRTEEN
AMENDMENTS**

These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and the amendment shall be filed, duly signed by all members of the company, with the Florida Department of State.

**ARTICLE FOURTEEN
INDEMNIFICATION**

The limited liability company shall indemnify and hold harmless any manager and member, or any former manager or member, to the full extent permitted by law.

ARTICLE FIFTEEN

Rotbart & Deutsch, P.A., having been named as registered agent for this limited liability company, at the place designated in the articles of organization, hereby agrees to act in the capacity of registered agent, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of their duties.

Rotbart & Deutsch, P.A., Registered Agent

By: 

Title: President

Name: Alexander B. Rotbart

IN WITNESS WHEREOF, the undersigned manager as the authorized representative of the members of the company has executed and acknowledged these Article of Organization this 30th day of January, 2002.


Mark S. Block

As its Manager-Authorized Representative of the Members

(In accordance with Section 608.408 (3). Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)