

**HINES, NORMAN, HINES & SULLIVAN, P.L.**

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OFFICES IN:  
  
TAMPA  
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LAND O' LAKES

**LO200000/3207**

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

5/20

Attn: Registration Section

**MJH**

Re: **Bay Area Sleep Associates, P.L.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for the above-referenced professional limited liability company and our check in the amount of \$125.00 to cover the cost of the following:

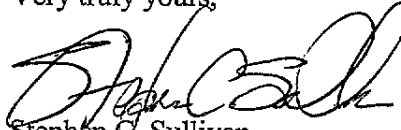
Filing Fee	\$100.00
Registered Agent Fee	25.00
	<u>\$125.00</u>

100005574741--3  
-05/20/02--01062--012  
\*\*\*\*125.00 \*\*\*\*125.00

Please file the Articles of Organization, date stamp the enclosed copy and return it to our office.

Thank you for your assistance.

Very truly yours,

  
Stephen C. Sullivan

scr  
Enclosures  
Check: \$125.00  
cc: Dr. Leonard Cosmo (w/encls.)

**FILED**  
02 MAY 20 PM 4: 26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**BAY AREA SLEEP ASSOCIATES, P.L.**  
(a professional limited liability company)

**FILED**  
**02 MAY 20 PM 4:26**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned authorized representative, desiring to form a limited liability company pursuant to the provisions of the Professional Service Corporation and Limited Liability Company Act (hereinafter, "the Act"), hereby submits and files with the Florida Department of State these Articles of Organization.

**ARTICLE I - Name**

The name of the limited liability company created hereby (hereinafter, "the Company") is: **BAY AREA SLEEP ASSOCIATES, P.L.**

**ARTICLE II - Purpose**

The Company shall engage exclusively in the practice of medicine, specializing in sleep medicine, through physicians that are duly licensed and otherwise legally authorized to render medical services. The Company shall not be prohibited from investing its funds and earnings in real estate, mortgages, stocks, bonds, and other type of investments, or from owning real or personal property necessary for the rendering of medical services. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Act, and the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct,

promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

### **ARTICLE III - Address**

The mailing address and street address of the principal office of the Company shall both be:

809 So. Rome Ave.  
Tampa, Florida 33606

### **ARTICLE IV - Duration**

The existence of the Company shall commence on the filing of these Articles, and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

**ARTICLE V - Management**

The Company shall be managed by its members, or by a manager appointed by such members.

**ARTICLE VI - Admission of Additional Members**

The members may admit additional members in accordance with the terms of the Operating Agreement of the Company; provided, however, each such member must be a physician duly licensed and authorized to practice medicine in the State of Florida.

**ARTICLE VII - Registered Office and Agent**

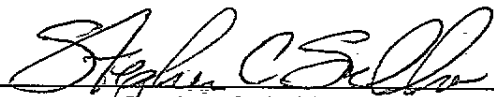
The address of the initial registered office of the Company in the State of Florida is 315 S. Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent at such address is Stephen C. Sullivan.

IN WITNESS WHEREOF, the undersigned representative hereby acknowledges that, in accordance with section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Stephen C. Sullivan, Esq.  
as Authorized Representative

Having been named as registered agent and to accept service of process for the above-named limited liability company at the 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, as provided for in Chapter 608, Florida Statutes.



Stephen C. Sullivan, Esq.