

L020000023027

Telephone  
(216) 241-8300

**Shimko & Piscitelli**

A Legal Professional Association  
2010 Huntington Building  
925 Euclid Avenue  
Cleveland, Ohio 44115

July 8, 2002

FILED  
2002 SEP - 11 PM 4:36  
DIV. OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
Fax (216) 241-2702  
E-Mail SPLAW@ix.netcom.com

Florida Department of State  
Registration Section  
Division of Corporations  
Post Office Box 6327  
409 E. Gaines St.  
Tallahassee, FL 32314

200007008212--6  
-08/09/02--01017--008  
\*\*\*160.00 \*\*\*160.00

Re: Articles of Organization for Aztec Medical, LLC

Dear Ladies and Gentlemen

Enclosed, please find the Articles of Organization for Aztec Medical, LLC and filing fees totaling \$160.00. Please file the Articles of Organization and return to me at the above address a Certified Copy of the Articles of Organization and a Certificate of Status.

Should you have any questions, please feel free to contact me.

Respectfully,

  
Timothy A. Shimko

W02-23159

J. BRYAN AUG 12 2002

J. BRYAN SEP - 6 2002

## Shimko & Piscitelli

Timothy A. Shimko  
Frank E. Piscitelli, Jr.

A Legal Professional Association  
2010 Huntington Building  
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August 28, 2002

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

Attention: Joey Bryan, Document Specialist

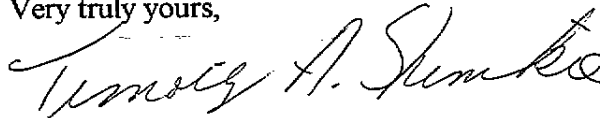
Re: Aztec Medical, LLC

Dear Mr. Bryan:

Pursuant to the attached August 12, 2002 letter from your office, I am resubmitting the Articles of Organization to reflect your recommended changes. Please file and return a file stamped copy to my attention in the enclosed, self-addressed, stamped envelope provided for your convenience.

If you should have any questions, please do not hesitate to contact this office.

Very truly yours,



Timothy A. Shimko

/mp  
Enclosures

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 12, 2002

TIMOTHY A. SHIMKO  
SHIMKO & PISCITELLI  
2010 HUNTINGTON BLDG., 925 EUCLID AVE.  
CLEVELAND, OH 44115

SUBJECT: AZTEC MEDICAL LLC  
Ref. Number: W02000023159

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for AZTEC MEDICAL LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

Articles of Organization do not have incorporators only Articles of Incorporation have incorporators.,

Please return your document, along with 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) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 402A00047686

**Articles of Organization**

**Aztec Medical LLC**

**Article I**

The name of the Limited Liability Corporation is Aztec Medical LLC.

**Article II**

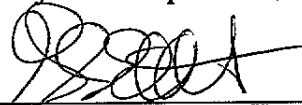
Its registered office in the State of Florida is 2442 N.W. 66<sup>th</sup> Court in the City of Gainesville, Fla. 32653.

**Article III**

The name and the street address of the registered agent are:

Gene Elliott  
2442 N.W. 66<sup>th</sup> Court  
Gainesville, Fla. 32653

*Having been named as registered agent and to accept service of process for the above stated 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, F.S.*

  
\_\_\_\_\_  
Gene Elliott

**Article IV**

The LLC is to be managed by one or more managers and is, therefore, a manager – managed company.

**Article V**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Limited Liability Corporation Law of Florida.

**Article VI**

The total number of membership interests that the Corporation shall have authority to issue is 1,000, having a par value of \$1.00/membership interest.

**Article VII**

The name and mailing address of member  
Euclid Avenue, Cleveland, Ohio 44115.

Timothy A. Shimko, 2010 Huntington Building, 925

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### **Article VIII**

The Limited Liability Corporation is to have perpetual existence.

### **Article IX**

The private property of the Members shall not be subject to the payment of corporate debts.

### **Article X**

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the LLC, and for defining, limiting and regulating the powers of the LLC, the managers and the members:

(a) The books of the LLC may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Managers.

(b) The business of the LLC shall be managed by its Managers; and the Managers shall have power to exercise all the powers of the LLC, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the LLC, real or personal, without any action of or by the Members, except as otherwise provided by statute or by the Bylaws.

(c) An increase in the number of Managers shall be deemed to create a vacancy or vacancies in the Board of Managers, to be filled in the manner provided in the Bylaws. Any Manager or any officer elected or appointed by the Members or by the Board of Managers may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Managers shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the Members in any bylaws adopted by them from time to time.

(e) The Board of Managers shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the LLC available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Managers shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the LLC, or any of them, other than the membership ledger, shall be open to the inspection of members; and no member shall have any right to inspect any account or book or document of the LLC, except as conferred by law or authorized by resolution of the directors or of the members.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the LLC, payment therefor may be made either to the LLC or directly to the members in proportion to their interests, as the Board of Managers may determine.

(h) In case the LLC shall enter into any contract or transact any business with one or more of its managers or members, or with any firm of which any manager or member is a member, or with any

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**WANDA PACHECO**  
NOTARY PUBLIC, STATE OF OHIO  
Recorded in Cuyahoga County  
My Comm. Expires Sept. 24, 2003