

# LO2000030848

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Division of Corporations

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 Fax Number : (850) 205-0383

From: Account Name : QUARLES & BRADY LLP  
 Account Number : I20000000067  
 Phone : (941) 262-5959  
 Fax Number : (941) 434-4999

## LIMITED LIABILITY COMPANY

Fousto Holdings Ltd.

Certificate of Status	1
Certified Copy	0
Page Count	02
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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 15, 2002

QUARLES & BRADY LLP

SUBJECT: FOUSTO HOLDINGS LTD.  
REF: W02000032740

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The suffix "LTD." by itself cannot be used in a limited liability company name. You may use "LTD. CO." or "LTD. COMPANY" or "LIMITED COMPANY".

Or you can drop the LTD. and use LLC, LC, or LIMITED LIABILITY COMPANY.

Please correct the suffix.

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) 245-6914.

Buck Kohr  
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



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 239.262.5959 Naples and Boca Raton, Florida  
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Date: November 18, 2002

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<b>From:</b>	Nicole M. Marginian	239.434.4999	239.659.5032
<b>Re:</b>			

**Message:** Subject: Fousto Holdings, Ltd.  
 Ref: W02000032740

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**ARTICLES OF ORGANIZATION OF  
FOUSTO HOLDINGS LLC.**

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The undersigned members hereby certify that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**NAME**

The name of the limited liability company shall be **FOUSTO HOLDINGS LLC** (the "Company").

**ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 4323 Pond Apple Drive, Naples, Florida 34119.

**REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Naples-Lawdock, Inc., 4501 North Tamiami Trail, Suite 300, Naples, Florida 34103.

**MANAGEMENT**

The Company shall be managed by its members: Raymond Montecalvo, M.D. and Catherine Montecalvo, M.D.

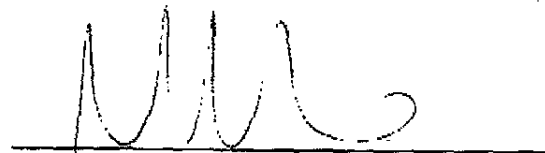
**MEMBERSHIP**

The Managers shall have the right to admit new members upon making such contributions as are set out in the Regulations, and otherwise complying with and agreeing to the terms and provisions of the Regulations. Additional members may also be admitted by the affirmative vote of two-thirds of the membership.

**MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The existence of the Company shall continue, notwithstanding the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company.

Executed by the undersigned member at Naples, Florida, on the 15 day of November, 2002.



Nicole M. Marginian, Esq.  
Authorized Representative

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

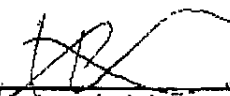
The name of the limited liability company is FOUSTO HOLDINGS LLC

The name of the initial registered agent of the limited liability company is Naples-Lawdock, Inc., and the address of the office of the registered agent is 4501 North Tamiami Trail, Suite 300, Naples, Florida 34103.

REGISTERED AGENT ACCEPTANCE

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 that 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.

NAPLES-LAWDOCK, INC., a Florida corporation

By:   
Kimberly Leach Johnson, Esq.  
Title: Secretary

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