

JAN-10-2003 14:44

GRAY ROBINSON

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Florida Department of State  
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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**FWC REAL ESTATE, L.L.C.**

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Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$130.00

**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I**

**Name**

The name of the Limited Liability Company is: **FWC Real Estate, L.L.C.**

**ARTICLE II**

**Address**

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

521 West State Road 434, Suite 301  
Longwood, Florida 32750

**ARTICLE III**

**Registered Agent, Registered Office, & Registered Agent's Signature**

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

Michael D. Friedman, M.D.  
521 West State Road 434, Suite 301  
Longwood, Florida 32750

*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.*

  
\_\_\_\_\_  
Registered Agent's Signature

**ARTICLE IV**

**Section 608.427(2) of the Act**

In the event a Member withdraws (the "Withdrawing Member"), the Withdrawing Member shall not be entitled to receive, within a reasonable time after withdrawal, the "fair value," within the meaning of Section 608.427(2) of the Act, of the Withdrawing Member's Company Interest as of the date of resignation based upon the Withdrawing Member's right to share in distributions from the Company or otherwise. Instead, the Company may purchase, and, if so, the Withdrawing Member shall sell, all (but not less than all) of the Company Interest owned by the Withdrawing Member (the "Withdrawing Member's Company Interest") for a purchase price and upon the terms described in Sections 8.12, 8.13 and 8.14 of the Company's Operating Agreement and Regulations.

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**ARTICLE V**  
**Effective Date**

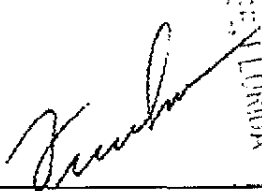
The limited liability company shall exist perpetually commencing on the date of execution of these Articles of Organization.

**ARTICLE V**  
**Management**

The Limited Liability Company is to be managed by one (1) or more managers and is, therefore, a manager - managed company. The initial managers of the limited liability company will be:

Michael D. Friedman, M.D.  
Charles N. Witten, M.D.  
Thomas Cangiano, M.D.

Dated, this 10<sup>th</sup> day of January, 2003.

  
\_\_\_\_\_  
Michael D. Friedman, M.D., Member

(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.)