

L03000011535

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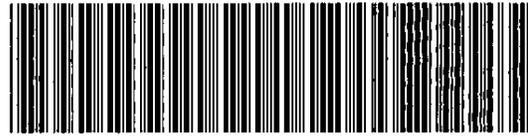
(Business Entity Name)

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10 SEP -7 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. HAWKES
SEP 08 2010
EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: TOBY ORTHOPAEDICS, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

CHRISTINE MENEDIS
Name of Person

TOBY ORTHOPAEDICS, LLC
Firm/Company

1805 PONCE DE LEON BLVD, STE 501
Address

CORAL GABLES, FL 33134
City/State and Zip Code

CCM@tobyortho.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CHRISTINE MENEDIS at (305) 775-9103
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
TOBY ORTHOPAEDICS, LLC**

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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

First: The Articles of Organization of Toby Orthopaedics, LLC were filed on March 31, 2003 assigned Document Number L03000011535.

Second: Such Articles of Organization (the "Articles") were subsequently amended on February 6, 2008, and again on April 29, 2008.

Third: The sole member of the Company (as defined herein) desires to further amend the Articles.

Fourth: The Articles are hereby deleted in their entirety and Amended and Restated as follows:

**ARTICLE I
NAME**

The name of the limited liability company is Toby Orthopaedics, LLC (the "Company").

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 1805 Ponce de Leon Blvd., Suite 501 Coral Gables, FL 33134.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The name and street address of the registered agent of the Company in the State of Florida is Christine Menedis, Esq., 1805 Ponce de Leon Blvd., Suite 501 Coral Gables, FL 33134.

**ARTICLE IV
DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE V
MANAGEMENT**

The Company shall be a member-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business operations of the Company, not inconsistent with Florida law or the Articles. The Managing Member of the Company shall be Eduardo Gonzalez-Hernandez, MD.

**ARTICLE VI
INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been executed by an authorized representative of a Member of the Company as of July 20, 2010.

By: 
Name: Christine Menedis, Esq.
Title: Chief Operating Officer

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TALLAHASSEE, FLORIDA