

L03000016228

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03 MAY -6 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

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05/05/03--01035--008 **37.50

W03-4761

TRANSMITTAL LETTER

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03 MAY -6 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Advanced Heart Care, L.L.C.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: George J. Mitar, Esquire
Name (Printed or typed)

Goldberg, Racila, Sico & Noone, LLC

Address

1533 Hendry Street, Suite 100

Fort Myers, FL 33901

City, State & Zip

(239) 340-9198

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

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03 MAY -6 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 18, 2003

GEORGE J. MITAR, ESQ.
1533 HENDRY STREET, SUITE 100
FT. MYERS, FL 33901

SUBJECT: ADVANCED HEART CARE, L.L.C.
Ref. Number: W03000004761

We have received your document for ADVANCED HEART CARE, L.L.C. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$37.50.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 503A00010675

FILED
MAY -6 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY
OF
ADVANCED HEART CARE, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby adopts, makes acknowledges, and files the following Articles of Organization for Florida Limited Liability Company.

ARTICLE 1. NAME

The name of the limited liability company shall be:

ADVANCED HEART CARE, L.L.C.

ARTICLE II. ADDRESS

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

6100 Winkler Rd., Suite D
Fort Myers, Florida 33919

ARTICLE III. DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is:

George J. Mitar III, Esq.
1533 Hendry Street
Suite 100
Fort Myers, Florida 33901

ARTICLE V. PURPOSES AND POWERS

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03 MAY -6 AM 11:30

The purpose and character of the company is to engage in any activity or business authorized under the Florida Statutes. In general, the Limited Liability Company shall carry on any and all incidental business; to have and exercise all the powers conferred by the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do. The Company shall have all powers granted to limited liability companies under Florida law.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the Limited Liability Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE VI. INDEMNIFICATION

The Limited Liability Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Limited Liability Company. The Limited Liability Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Limited Liability Company, or is or was serving at the request of the Limited Liability Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Limited Liability Company.

ARTICLE VII. LIMITATION OF LIABILITY OF MEMBER(S)

The personal liability of the Member(s) to the Limited Liability Company and other Member(s) shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Limited Liability Company.

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VIII. ADMISSION OF NEW MEMBERS

03 MAY -6 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company only as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

IX. TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminated the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining member(s).

X. MANAGEMENT

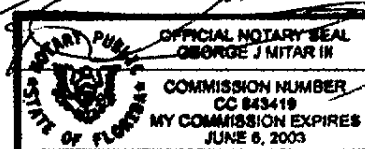
The company shall be managed by a manager in accordance with regulations adopted by the members of the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

Brian K. Arcement
Fort Myers, 6100 Winkler Rd., Suite D
Fort Myers, Florida 33919

The undersigned organizer has made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes, this 5th day of February, 2003.

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this 6th day of February 2003, by Brian K. Arcement, who is personally known to me.



Notary Public - State of Florida
George J. Mitar III

STATEMENT OF REGISTERED AGENT

FILED
03 MAY -6 AM 11:3
SECRETARY OF STAT
TALLAHASSEE, FLORI

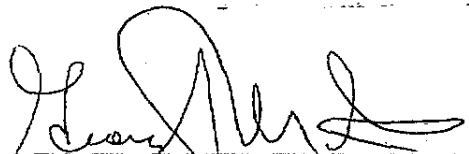
Limited Liability Company:

Advanced Heart Care, L.L.C.

REGISTERED AGENT/OFFICE:

George J. Mitar III, Esq.
1533 Hendry Street
Suite 100
Fort Myers, Florida 33901

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



George J. Mitar III, Esq.

Date: February 6, 2003

TRANSMITTAL LETTER

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

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FROM: George J. Mitar, Esquire
Name (Printed or typed)

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Suite 100
Fort Myers, Florida 33901

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X. MANAGEMENT

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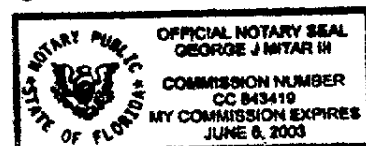
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Notary Public - State of Florida
George J. Mitar III



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

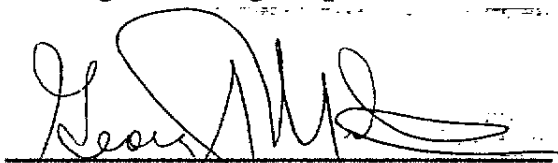
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George J. Mitar III, Esq.

Date: February 6, 2003