

Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : GARDNER, WILKES, SHAHEEN & CANDI
Account Number : I20010000158
Phone : (813)221-8000
Fax Number : (813)229-1597

LIMITED LIABILITY COMPANY

Winter Haven Cardiovascular Associates, P.L.

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**ARTICLES OF ORGANIZATION
OF
WINTER HAVEN CARDIOVASCULAR ASSOCIATES, P.L.**

The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of forming a professional limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this company is WINTER HAVEN CARDIOVASCULAR ASSOCIATES, P.L.

**ARTICLE II
PERIOD OF DURATION**

This company shall commence as of the date these Articles of Organization are filed with the Department of State of the State of Florida and shall exist perpetually thereafter, unless this company is dissolved pursuant to the terms of the operating agreement for this company or by operation of law.

**ARTICLE III
BUSINESS, OBJECTS OR PURPOSES**

The general nature of the business to be transacted by this company, or the objects or purposes of this company, shall be as follows:

(a) To engage solely and specifically in the business of carrying on the general practice of medicine, including but without limitation the performance of cardiovascular and other types of surgery, the provision of related medical services and all activities necessary, customary, convenient, or incident to the practice of medicine.

(b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.

(c) To own real and personal property necessary for the rendering of the above professional services.

(d) In general, to have and exercise all powers conferred by the laws of Florida upon professional limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

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**ARTICLE IV
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of this company shall be 1511 S.W. First Avenue, Ocala, Florida 34478.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this company shall be located at 401 East Jackson Street, Suite 2400, Tampa, Florida 33602, and the initial registered agent of this company at such office shall be Merritt A. Gardner.

**ARTICLE VI
MANAGEMENT OF COMPANY**

This company shall be a member-managed company. The name and street address of the initial sole member of this company are as follows:

<u>Name:</u>	<u>Address:</u>
Michael J. Carmichael, M.D., P.A.	1511 S.W. First Avenue Ocala, Florida 34478-3130

**ARTICLE VII
OPERATING AGREEMENT**

The power to adopt the operating agreement for this company, to alter, amend or repeal the operating agreement, or to enter into a new operating agreement, shall be vested in the members of this company. The operating agreement for this company shall be for the government of this company and may contain provisions or requirements for the management or conduct of the affairs and business of this company, provided the same are not inconsistent with the provisions of these Articles of Organization, or contrary to the laws of the State of Florida or of the United States.

**ARTICLE VIII
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended at any time by the members of this company.

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IN WITNESS WHEREOF, the undersigned authorized representative of a member of this company has executed these Articles of Organization this 16th day of May, 2003.

M A Gardner

Merritt A. Gardner, Authorized Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of May, 2003, by Merritt A. Gardner, as authorized representative of a member of this company. He is personally known to me.

Wendy M. Westphal
Print, Type or
Stamp Name: Wendy M. Westphal
Notary Public, State of Florida
Serial No., if any: _____



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

MERRITT A. GARDNER, having been named as registered agent to accept service of process for **WINTER HAVEN CARDIOVASCULAR ASSOCIATES, P.L.**, a Florida professional limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

401 E. Jackson St., Suite 2400
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 16th day of May, 2003.

ucl

MERRITT A. GARDNER

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