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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUN 25 PM 1:56

AND
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LIMITED LIABILITY COMPANY

ALLIED HEALTH ASSOCIATES, LLC

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DIVISION OF CORPORATION

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$130.00

10-25-03

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**ARTICLES OF ORGANIZATION
OF
ALLIED HEALTH ASSOCIATES, LLC**

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is:

ALLIED HEALTH ASSOCIATES, LLC

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin on the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

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4. MAILING AND STREET ADDRESS OF COMPANY

The mailing and street address of the place of business in Florida for the
Company is: **5881 N.W. 151st Street, Suite 101, Miami Lakes, Florida 33014.**

5. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent in Florida for the
Company is: **Alan B. Cohn, Esq.
2021 Tyler Street
Hollywood, FL 33020**

6. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional
members upon the affirmative vote of a majority in interest of the members holding membership
interests of the Company, either in attendance at a duly called meeting of the members at which a
quorum exists or by written consent of the members of the Company. Any new member which is
approved by the members of the Company as set forth herein shall become a member of the
Company upon payment of the contribution to the capital of the Company as established from time
to time by the members, and upon such member's agreement to comply with these Articles of
Organization, its regulations or guidelines as the members may from time to time determine, in their
sole discretion.

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7. **CONTINUITY OF BUSINESS**

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

8. **MANAGEMENT**

The Company is to be managed by a Manager. The name and address of such Managers who are to serve as Managers until the first annual meeting of members or until their successors are elected and qualified are:

***SP Family Ltd.
2940 N.W. 188th Street, #111
Aventura, Florida 33180***

***JMLS Family Ltd.
1112 Weston Road, #226
Weston, Florida 33326***

9. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee

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TALLAHASSEE FLORIDA

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shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10. **RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. **AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

12. **REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

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SECRETARY OF STATE
JULIA ABRAMS, FRID

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IN WITNESS WHEREOF, the undersigned Members have executed these Articles of
Organization this 24 day of June, 2003.

MEMBERS:

SP FAMILY LTD.

By: Aventura Rehab, Inc., General Partner

Lee Barbach, President
Lee Barbach, President

Alan B. Cohn
Printed Name of Witness

Leona R. Hertzendorf
Leona L. Hertzendorf
Printed Name of Witness

JMLS FAMILY LTD.

By: Medical Practice Strategies, Inc.
General Partner

Brian Koslow, President
Brian Koslow, President

Alan B. Cohn
Printed Name of Witness

Leona R. Hertzendorf
Leona L. Hertzendorf
Printed Name of Witness

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TALLAHASSEE, FLORIDA

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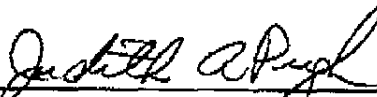
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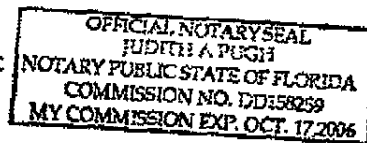
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

ON THIS 24 day of June, 2003, before me personally appeared **BRIAN KOSLOW**, the President of Medical Practice Strategies, Inc., who is the General Partner of JMLS Family Ltd., who is the Managing Member of **ALLIED HEALTH ASSOCIATES, LLC**, a Florida Limited Liability Company to be formed, who is personally known to me to be the individual described in and who executed the foregoing or who has produced N/A as identification, and he acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid.


Notary Public, State of Florida

My Commission Expires:



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NOTARY OF STATE
JANET ASSE, FLORIDA

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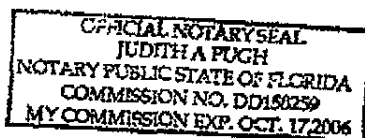
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

ON THIS 24 day of June, 2003, before me personally appeared **LEE BARBACH**, the President of Aventura Rehab, Inc., who is the General Partner of SP Family Ltd., who is the Managing Member of **ALLIED HEALTH ASSOCIATES, LLC**, a Florida Limited Liability Company to be formed, who is personally known to me to be the individual described in and who executed the foregoing or who has produced N/A as identification, and he acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid.


Notary Public, State of Florida

My Commission Expires:



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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **ALLIED HEALTH ASSOCIATES, LLC**
2. The name and address of the registered agent and office is:

ALAN B. COHN
2021 Tyler Street
Hollywood, FL 33020

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.


ALAN B. COHN
Registered Agent

Dated: 6/24/03RECEIVED
STATE
TALLAHASSEE, FLORIDA

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