

W04000000540

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000001453 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : RAPPEL & RAPPEL, P.A.
Account Number : 076043001611
Phone : (772) 778-8885
Fax Number : (772) 778-8883

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN -5 PM 1:57

FILED

LIMITED LIABILITY COMPANY

American Urological Enterprises, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

DIVISION OF CORPORATION

04 JAN -5 PM 1:04

RECEIVED

Electronic Filing System

Corporate Filings

Public Access System

W04-540

Handwritten signature

Fax Audit No. H04000001453

**ARTICLES OF ORGANIZATION
OF
AMERICAN UROLOGICAL ENTERPRISES, L.L.C.**

**ARTICLE I
NAME**

The name of the Limited Liability Company ("Company") is

AMERICAN UROLOGICAL ENTERPRISES, L.L.C.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Company is 1820 43rd Avenue, Suite One, Vero Beach, Florida 32960 or such a place as may be designated by the Members.

**ARTICLE III
REGISTERED AGENT AND ADDRESS**

The Registered Agent of the Company is DEC Consultants, Inc., and the address of the Registered Agent is 1515 Indian River Boulevard, Suite A210, Vero Beach, Florida 32960-7103.

**ARTICLE IV
PURPOSE**

The purpose and character of the Company is to acquire, invest in, own, maintain, repair, lease, sell and otherwise use among other equipment, Endocare CRYOcare® Systems and all equipment and other personal property related or incidental thereto, and in connection with this purpose, and other activities related or incidental thereto, including without limitation, the borrowing of funds and the granting of security interests in its property. The Company shall have all powers granted to Limited Liability Companies under Florida Law.

**ARTICLE V
DURATION**

The Company shall continue in full force and effect for forty (40) years from the date of filing these Articles of Organization with the Secretary of State, or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Florida Statutes 608.441.

**ARTICLE VI
MANAGEMENT**

The Company shall be managed by its Members in proportion to their Sharing Ratios (herein so called) of each initial Member as set forth in the L.L.C. Operating Agreement for the Company, and as adjusted from time to time to reflect the Sharing Ratios of any additional Members; provided, however, that the Members may, by revising the operating agreement, provide for the management of the Company by the Members in a manner disproportionate to the Members' Sharing Ratios adjusted as hereinabove set forth. The managing Members of the Company and their addresses are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARING RATIO</u>
Joseph P. Crawford, M.D.	1820 43 rd Avenue, Suite One Vero Beach, Florida 32960	45%

Robert Rappel, DO, Esq.
1515 Indian River Boulevard, Suite A210
Vero Beach, Florida 32960-7103
772.778.8885/Fax 772.778.8883
Florida Bar No.:0015156

Fax Audit No: H04000001453

04 JAN - 5 PM 57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Steven Hulecki, M.D.

1820 43rd Avenue, Suite One
Vero Beach, Florida 32960Fax Audit No. H04000001453
45%

Mike Shea

1820 43rd Avenue, Suite One
Vero Beach, Florida 32960

10%

ARTICLE VII
ADDITIONAL MEMBERS

Additional members may be admitted to the Company only upon the unanimous vote of the existing Members. New members may be admitted upon such terms and conditions as the existing Members may determine.

ARTICLE VIII
DISSOLUTION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the members may specify by regulation or operating agreement, which terminates the continued membership of a Member in the Company, the Company shall be dissolved unless within thirty (30) days after such event, the remaining Members agree in writing to continue the business of the Company.

ARTICLE IX
INDEMNIFICATION

The Company shall, to the fullest extent permitted by law, be entitled to indemnify and 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 Company. The Company shall indemnify any person who is or was a party, or who is 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 Company, or is or was serving at the request of the 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 Company.

ARTICLE X
LIMITATION OF LIABILITY OF MEMBERS

The personal liability of the Members to the Company and other Members 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 Company.

ARTICLE XI
TRANSFERABILITY OF INTEREST

No Member of the Company may transfer or assign its interest in the Company without the prior written consent of all of the other Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

ARTICLE XII
POWER TO AMEND

The power to adopt, alter, amend or repeal the Articles of Organization of the Company shall be vested solely in the Members of the Company and shall be by a unanimous vote of approval of the Members.

Robert Rappel, DO, Esq.
1515 Indian River Boulevard, Suite A210
Vero Beach, Florida 32960-7103
772.778.8885/Fax 772.778.8883
Florida Bar No.:0015156

Fax Audit No: H04000001453

04
FILED
SEC
FILED

Fax Audit No. H04000001453

ARTICLE XIII
LIMITED LIABILITY COMPANY REGULATIONS

The power to adopt, alter, amend, or repeal the Operating Agreement of the limited liability company shall be vested in the Members of the Company. The Operating Agreement adopted by the Members may be repealed or altered; the Members may adopt a new Operating Agreement; and the Members may prescribe any changes made by them that such changes to the Operating Agreement may not be altered, amended, or repealed by the Member manager or managers. The Operating Agreement may contain any provisions for the operation and management of the affairs of the limited liability company not inconsistent with law or the Articles of Organization.

IN WITNESS WHEREOF, the Member or authorized representative of a Member in accordance with Section 608.408(3), Florida Statutes, has caused these Articles of Organization to be executed this 5th day of January 2004.

By:

Robert Rappel

Authorized Representative or Member in
 Accordance with Section 608.408 the
 Execution of this Affidavit constitutes an
 Affirmation under the penalties of perjury
 That the facts stated herein are true.

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 5th day of Jan. 2004, by Robert Rappel who is personally known to me and who did not take an oath.

Joann R. Rappel
Notary Public
Commission Number 00030735

OFFICIAL NOTARY SEAL
JOANN R RAPPEL
COMMISSION NUMBER
00030735
MY COMMISSION EXPIRES
JUNE 9, 2005

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUL -5 PM 1:58

FILED

Fax Audit No. H04000001453

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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:

American Urological Enterprises, L.L.C.
2. The name and address of the registered agent and office is:

DEC Consultants, Inc.
1515 Indian River Boulevard
Suite A210
Vero Beach, Florida 32960-7103

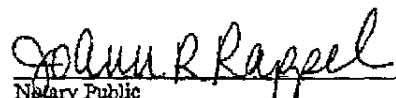
Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

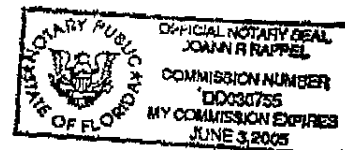
By: 
Robert Rappel, President

Dated: January 5, 2004

STATE OF FLORIDA)
)
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 5th day of January 2004, by Robert Rappel who is personally known to me and who did not take an oath.


Notary Public
Commission Number:



04 JAN -5 PM 1:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

s:\clients\crawford\american urological enterprises, llc\information documents\articles of organization 12.31.03.doc

Robert Rappel, DO, Esq.
1515 Indian River Boulevard, Suite A210
Vero Beach, Florida 32960-7103
772.778.8885/Fax 772.778.8883
Florida Bar No. 0015156

Fax Audit No: H04000001453