

FEB-12-04

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FROM: CLEM, PolackWich &amp; Vocelle, PLLC

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**LIMITED LIABILITY COMPANY**

**VMS of Vero, L.L.C.**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION OF**  
**VMS OF VERO, L.L.C.**

The undersigned hereby forms a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**  
**NAME**

The name of the limited liability company shall be **VMS OF VERO, L.L.C.**

**ARTICLE II**  
**ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company shall be 800 8<sup>th</sup> Avenue, in the City of Vero Beach, County of Indian River, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE III**  
**PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes, primarily the investment in and holding of real property.

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2. In general, to carry on any and all incidental business; to have and exercise all the power conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III

#### REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

The name and Florida street address of the registered agent are:

William B. Mills  
800 8<sup>th</sup> Avenue Street  
Vero Beach, FL 32960-2

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SEKELIAK, J  
TALLAHASSEE, FL 32301

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*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 as provided for in Chapter 608, Florida Statutes.*

  
William B. Mills

**ARTICLE IV  
MANAGEMENT**

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve as such until the first annual meeting of members or their successors are elected and qualify is as follows:

William B. Mills  
800 8<sup>th</sup> Avenue Street  
Vero Beach, FL 32960-3262

The undersigned, being the manager of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of VMS OF VERO, L.L.C.

Executed by the undersigned at Vero Beach, Florida, on Feb, 11, 2004.

  
William B. Mills, Manager

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties that the fact stated herein are true).

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