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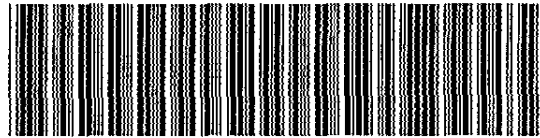
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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

MRI Professors, PL

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ARTICLES OF ORGANIZATION  
Of

MRI PROFESSORS, P.L

04 MAR -5  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAR 28

The undersigned, as "Member," desiring to form a limited liability company under and pursuant to the Florida Professional Corporation and Limited Liability Company Act, Chapter 621 Florida Statutes, does hereby adopt the following Article of Organization:

ARTICLE I  
NAME

"The name of the limited liability company is MRI PROFESSORS, P.L. (the "Company").

ARTICLE II  
ADDRESS

The Company's principle street and mailing address is 340 Minorca Ave, Coral Gables, FL 33134.

ARTICLE III  
DURATION AND CONTINUATION

The Company shall have perpetual existence. The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member will not cause dissolution of the Company, and the remaining Member(s) have the right to continue the business of the Company, such to the provision of these Articles and applicable law.

ARTICLE IV.

PURPOSE

The purpose for which the Company is being formed is to engage in the practice of medicine, specializing in radiology and each of its subspecialties, without a limitation.

ARTICLE V.  
ELECTION TO BE TAXED AS A PROPRIETORSHIP OR PARTNERSHIP

The Company shall elect to be taxed as, a proprietorship or partnership as the case may be, for federal and state income taxes, as from time to time applicable.

ARTICLE VI  
REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial Registered Agent of the Company to accept service of process within this state is:

Name: Marc A. Engel, M.D  
Address: 340 Minorca Ave, Coral Gables, FL 33134

ARTICLE VII.  
MEMBERS

A. Persons who have interests in the capital of the Company are referred to herein as "Members." The capital interests of Members in the Company are referred as to "Shares." The Members shall adopt "Regulations" as required by law for the governance of the Company. Additional Members may be admitted upon the approval of the Members of the Company in the manner set forth in the Regulations of the Company; however, no one may be admitted as a Member unless such person is a physician specializing in the practice of radiology or is an entity formed under FL Stat. 621 owned by such physician(s). No transfer of a Member's Share shall be permitted except in accordance with the Regulations of the Company.

B. If any Member who has been rendering professional services as a physician to the public becomes legally disqualified to render professional service as a physician specializing in radiology within the State of Florida, or in any other state in which the Company is authorized to engage in business, or if the Member accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office, and/or employment with, and/or Shares In, this Company shall immediately and automatically cease and terminate except to receive payment for whatever Shares in this Company may be owned by the person as a Member.

C. The Shares of the Member whose interest is terminated because of the application of the preceding subparagraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendments).

D. The Shares owned by a Member who has become disqualified to render professional services as a physician shall forthwith be transferred, sold, purchased, or redeemed at such price or value and under such terms as are authorized or set forth in the Regulations or other Members' agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Codes then in effect.

E. However, If a sole Member of this Company becomes disqualified to render professional services for the Company, the Company shall cease all business or professional activity until the Member's Shares are transferred to a person duly qualified to render professional service, as a physician, or until the Company is liquidated and dissolved, or until those Articles are amended into a regular business organization under applicable law, and for those limited purpose only the Member shall have voting rights as to his or her Shares.

ARTICLE VIII  
MANAGEMENT

The Company is a manager-managed company.

ARTICLE IX  
REGULATIONS

The power to adopt alter, amend, or repeal the Regulations of the Company is vested in the Members of the Company. However, the Manager(s) may adopt emergency Regulations provided no such Regulations shall change the procedures for calling Member or Manager meetings., setting quorum requirements or designating substitute or additional Managers.

ARTICLE X  
VOTING OF MEMBERS

The voting rights of Members shall be specified in the Regulations. Members may have voting or non-voting shares .

ARTICLE XI  
CAPITAL ACCOUNTS OF MEMBRES

Each Member of the Company shall maintain a capital account in accordance with the Regulations.

ARTICLE XII  
PROFITS AND LOSSES

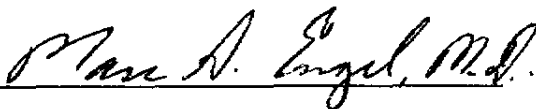
Except as otherwise provided in the Regulations, profits, losses, and credits shall be allocated among Members in the ratios of their respective Shares.

IN WITNESS WHEREOF, the undersigned, has hereunto signed these Articles as of the first day of March, 2004 for the purpose of organizing this Company under the laws of the State of Florida.

  
Marc A. Engel, M.D. AUTHORIZED REPRESENTATIVE

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Company, at the place designated in the certificates, I hereby accept to and in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Marc A. Engel, M.D. REGISTERED AGENT