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(Business Entity Name)

(Document Number)

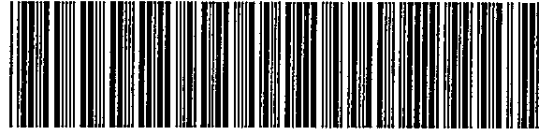
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AND  
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04 MAY 14 PM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

DB  
5-17-04

Registration Section  
Division of Corporation  
P. O. Box 6327  
Tallahassee, FL. 32314

Re: MIRAMAR DIAGNOSTICS & REHAB ASSOCIATES, LLC

Gentlemen:

Enclosed please find the original and one copy of Articles of Organization, together with my check in the amount of \$125.00.

This represents the cost of the Filing Fees, and a Certified Copy of Articles of Organization and Fee for Registered Agent Designation for the above named Limited Liability Company.

Yours very truly,

  
(Individual's name) - GREGORY COLEMAN

MIRAMAR DIAGNOSTICS & REHAB ASSOCIATES, LLC  
(Name of Organization)

MAILING ADDRESS OF Organization BELOW

Address: 6890 Miramar Parkway, Suite F  
City: Miramar State: Florida Zip: 33023

RECEIVED  
MAY 14 AM 8:30  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 12, 2004

GREGORY COLEMAN  
6890 MIRAMAR PKWY, STE F  
MIRAMAR, FL 33023

SUBJECT: MIRAMAR DIAGNOSTICS & REHAB ASSOCIATES, LLC  
Ref. Number: W04000018261

We have received your document for MIRAMAR DIAGNOSTICS & REHAB ASSOCIATES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 404A00033118

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 MAY 14 11:08:33

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**ARTICLES OF ORGANIZATION**  
**OF**  
**MIRAMAR DIAGNOSTICS & REHAB ASSOCIATES, LLC**  
**(A Limited Liability Company)**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming 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. We further declare 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 MIRAMAR DIAGNOSTICS & REHAB ASSOCIATES, LLC

**ARTICLE II. PURPOSES & 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:

- A. To engage in any activity or business authorized under the applicable laws of the State Of FLORIDA.
- B. In general, to carry on any and all incidental business; to have and exercise all powers 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.
- C. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or company 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.
- D. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, company, 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.

- E. 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 companys, and perform any service under contract or otherwise for any company, 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.
- F. 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.
- G. 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. INITIAL MEMBERS**

Initially there shall be 2, members. The names of the initial members are: GREGOR COLEMAN, 3026 Sutton Woods Drive, Plant City, Florida 33566 and CAROL COLEMAN, 3026 Sutton Woods Drive, Plant City, Florida 33566.

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CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

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#### **ARTICLE IV. CAPITAL CONTRIBUTIONS**

##### **A. Initial Capital Contributions**

Each of the initial members shall make an initial capital contributions in the amount of \$100.00 dollars cash, which amount shall be paid to the limited liability company.

##### **B. Additional Capital Contributions**

Additional contributions will be made as required for investment purposes, as determined by the unanimous consent of the members. Members will make such additional contributions in equal shares.

#### **ARTICLE V. PROFITS & LOSSES**

##### **A. Sharing Of Profits**

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

##### **B. Losses**

All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

#### **ARTICLE VI. LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended, from time to time, in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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CLERK OF DISTRICT COURT  
TAMPA FLORIDA

#### **ARTICLE VII. DURATION**

This limited liability company shall exist for a period of twenty-five years, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### **ARTICLE VIII. PRINCIPAL OFFICE**

The address of this company's principal office shall be: 3026 Sutton Woods Drive, Plant City, Florida 33566. However, the company shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

#### **ARTICLE IX. MANAGEMENT**

This limited liability company shall be managed by 1 manager. The name and address of each person who shall serve as a manager until the first annual meeting of the members, or until any successors are elected and qualify, are: GREGORY COLEMAN, 3026 Sutton Woods Drive, Plant City, Florida 33566.

#### **ARTICLE X. INITIAL REGISTERED OFFICE & REGISTERED AGENT**

The address of this company's initial registered office shall be: 6890 Miramar Parkway, Suite F, Miramar, Florida 33023.

The name of the individual who shall serve as this company's initial registered agent at that address is: GREGORY COLEMAN.

#### **ARTICLE XI. RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

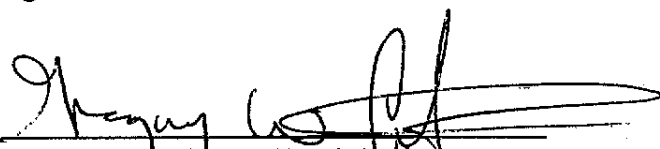
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members.

Upon 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 in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

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TALLAHASSEE, FLORIDA  
AND  
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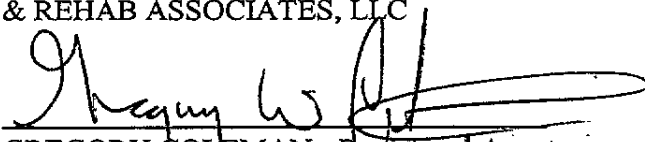
The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles Of Organization Of MIRAMAR DIAGNOSTICS & REHAB ASSOCIATES, LLC

Executed by each of the following individuals, on the date indicated next to the individual's signature.

  
GREGORY COLEMAN - Member

5/13/04  
Date


I hereby accept my designation as resident agent and agree to serve as the resident agent of MIRAMAR DIAGNOSTICS & REHAB ASSOCIATES, LLC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for MIRAMAR DIAGNOSTICS & REHAB ASSOCIATES, LLC

  
GREGORY COLEMAN - Registered Agent

5/13/04  
Date

State Of FLORIDA  
County Of POLK

On 5/13/04, GREGORY COLEMAN, designated above as the individual who shall serve as the company's initial registered agent, and the individuals, designated above, as the company's members, all of whom are personally known to me, or produced FLORIDA driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Organization Of MIRAMAR DIAGNOSTICS & REHAB ASSOCIATES, LLC

  
Notary Public  
Commission Expiration Date: \_\_\_\_\_  
Commission Number: \_\_\_\_\_

