

Jun 13. 2005 9:40AM  
DIVISION OF CORPORATIONS

No. 6181 P. 1 of 1

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**LIMITED LIABILITY COMPANY**

**U.S. MEDICAL CARE WELLINGTON, L.L.C.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION**  
**FOR**  
**U.S. MEDICAL CARE WELLINGTON, L.L.C.**

**ARTICLE I - NAME**

The name of the Limited Liability Company is U.S. MEDICAL CARE WELLINGTON, L.L.C.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is c/o Sasson Moulavi, 190 Glades Road, Suite F, Boca Raton, Florida 33432.

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MEMBER UNITS**

The Limited Liability Company is authorized to issue 10,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated AMember Units. The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

**ARTICLE V - VOTING RIGHTS**

The Limited Liability Company shall issue two classes of member units, to-wit:

- (i) voting member units; and
- (ii) non-voting member units.

The two classes of member units, except for the voting rights, shall be identical in all respects, including, but not limited to, their rights, preferences and obligations. Each share of the voting member units of the Limited Liability Company shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the members.

**ARTICLE VI - MANAGEMENT**

6.1 The Limited Liability Company has a board of managers and the business

and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

6.2 The board of managers of the Limited Liability Company shall consist of one (1) manager initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the initial manager of the Limited Liability Company is:

Sasson Moulavi  
190 Glades Road, Suite F  
Boca Raton, FL 33432

#### ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning all the issued and outstanding voting Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning all of the issued and outstanding voting Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning all of the issued and outstanding voting Member Units of the Limited Liability Company.

#### ARTICLE VIII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the 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 of the Limited Liability Company, upon the approval of members owning a majority of the issued and outstanding voting Member Units of the Limited Liability Company.

#### ARTICLE IX - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

#### ARTICLE X - AMENDMENT OF ARTICLES OF ORGANIZATION

All, but not less than all, of the members owning voting Member Units may consent

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SIEGAL MEDICAL CORP

No. 6131 P. 4/5  
(((H05000145641 3)))

to an amendment to the Articles of Organization.

#### ARTICLE XI - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Organization this 6 day of June, 2005.

  
Sasson Moulavi, Manager and  
authorized representative of the members  
of the Limited Liability Company

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

Jun. 13. 2005 9:41AM  
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SIEGAL MEDICAL CORP

No. 6131 Ep. 5/5/05  
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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is U.S. MEDICAL CARE WELLINGTON, L.L.C.
2. The name and the Florida street address of the registered agent are:

Mitchell F. Green  
4000 Hollywood Boulevard  
Suite 485-South  
Hollywood, FL 33021

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.



MITCHELL F. GREEN, Registered Agent