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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**carson holding company, llc**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
FOR  
CARSON HOLDING COMPANY, LLC

ARTICLE I - NAME

The name of this limited liability company shall be Carson Holding Company, LLC.

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be 7061 Cypress Road, Suite 104, Plantation, Florida 33137.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent is Kenneth J. Weil, Esquire, Richman Greer Weil Brumbaugh Mirabito & Christensen, P.A., 10<sup>th</sup> Floor, 201 S. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII - INITIAL MANAGERS

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

Lawrence R. Spira, M.D.  
7061 Cypress Road  
Suite 104  
Plantation, FL 33137

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The initial manager shall serve until the first annual meeting of members or until his successors are elected and qualified or until his death or resignation.

#### ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted amended, altered or repealed by the unanimous vote of the members.

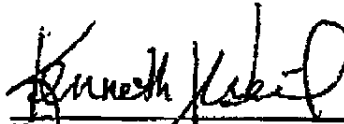
#### ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members, provided that at least one member remains.

#### ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 19<sup>th</sup> day of July, 2005.



Kenneth J. Weil, Esq.  
Authorized Representative of the Member

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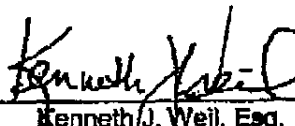
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

The name of the limited liability company is Carson Holding Company, LLC.

The name and address of the registered agent and office is KENNETH J. WEIL,  
ESQUIRE, RICHMAN GREER WEIL BRUMBAUGH MIRABITO & CHRISTENSEN,  
P.A., 10<sup>th</sup> Floor, 201 S. Biscayne Boulevard, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the  
above-named 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.

Dated: July 19, 2005

  
Kenneth J. Weil, Esq.

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