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# Law Office of Terence Matthews Chartered

5190 26th Street West, Suite D Bradenton, Florida 34207

> (941) 755-8583 Fax (941) 753-8479

> > November 28, 2005

Corporate Records Bureau **Division of Corporations** Department of State Post Office Box 6327 Tallahassee, FL 32301

> Re: All-Star Healthcare, LLC

Dear Ladies:

Please find enclosed the original and a duplicate copy of the Articles of Organization of this proposed limited liability company and the Acceptance of the Registered Agent.

Will you kindly endorse your approval of the Articles of Organization, certify and return same to us at your earliest convenience.

I am enclosing a check payable to your order in the sum of \$125.00 for the filing fees.

Thank you for your attention to this matter.

Sincerely,

Cheryl Todt

Legal Assistant to

Terence Matthews

#### **ARTICLES OF ORGANIZATION**

OF

#### ALL-STAR HEALTHCARE, LLC

#### A FLORIDA LIMITED LIABILITY COMPANY

\*

#### ARTICLE I--NAME and PRINCIPAL PLACE OF BUSINESS

The name of this Limited Liability Company is ALL-STAR HEALTHCARE, LLC, and its principal place of business is 13602 7th Avenue Circle NE, Bradenton, Florida 34212 and its mailing address is the same as the principal place of business.

#### ARTICLE II—DURATION AND COMPANY EXISTENCE

This Limited Liability Company shall exist perpetually. The company existence shall commence upon the execution of these articles.

#### **ARTICLE III--PURPOSE**

This Limited Liability Company is organized for the purpose of any and all lawful business for which Limited Liability Companies may be formed under the Florida Limited Liability Companies Act Chapter 608 of the Florida Statutes.

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#### **ARTICLE IV-POWERS**

This Limited Liability Company shall have all of the powers enumerated in the Florida Limited Liability Companies Act Chapter 608 of the Florida Statues.

## ARTICLE V--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this Limited Liability Company is 13602 7th Avenue Circle NE, Bradenton, Florida 34212, and the name of the initial registered agent of this Limited Liability Company at that address is BRIAN RATZEL.

#### ARTICLE VI-MANAGER(S) OR MANAGING MEMBERS

The names and addresses of the persons who are to serve as Managers or Managing members are as follows:

<u>Title:</u>	Name and Address		
MGR = Manager MGRM = Managing Member	; [		و ــــــــــــــــــــــــــــــــــــ
MGRM	BRIAN RATZEL		1
	13602 7 <sup>th</sup> Avenue Circle Bradenton, FL 34212	N.È.,	_ บ :>
		•	 89

#### ARTICLE VII-INDEMNIFICATION

Company shall The indemnify any manager or managing member or any former managing member to the full extent permitted by law.

#### ARTICLE VIII-AMENDMENT

This Limited Liability Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any amendment hereto, and any right conferred on the members is subject to this reservation. The procedure for amendment of these articles shall be by a vote of the majority of the members of the Company and as provided in Florida Statute 608.411.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization, this <u>Adnd</u>day of <u>Movemble</u>, 2005.

BRIAN RATZEL, Manager/Member

# STATE OF FLORIDA **COUNTY OF MANATEE**

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared BRIAN RATZEL, known to me and known by me to be the persons signing these Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation freely.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22md day of Markette, 2005.



Notary Public State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, the following is submitted: that ALL-STAR HEALTHCARE, LLC, A Florida Limited Liability Company desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, in the City of Bradenton, County of Manatee, State of Florida, has named BRIAN RATZEL at 13602 7th Ave.nue Circle N.E., Bradenton, Florida 34212, (Registered Office address), County of Manatee, State of Florida, as its agent to accept service of process within the State of Florida.

BRIAN RATZEL, Manager/Member

## <u>ACKNOWLEDGEMENT</u>

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 such appointment and agree to act in this capacity, and agree to comply with the provision of law relating to keeping said office open, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

BRIAN RATZEL, Registered Agent