

**H060000 38939**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000097962 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)205-0383

From: Account Name : BARNES WALKER, CHARTERED  
Account Number : 102371002705  
Phone : (941)741-8224  
Fax Number : (941)708-3225

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 APR 13 AM 10:00

FILED

M. Thomas APR 13 2006

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**HCMS PARTNERS, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	14
Estimated Charge	\$125.00

Electronic Filing Menu

Corporate Filing Menu

Help

file 50483.000  
Tabs # 1



April 13, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BARNES WALKER

SUBJECT: HCMS PARTNERS, LLC  
REF: W06000017583

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on April 12, 2006. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 5 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

FAX Aud. #: H06000097962  
Letter Number: 306A00025125

APR 13 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

RECEIVED  
06 APR 13 PM 4:05  
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION  
OF  
HCMS PARTNERS, LLC**

**ARTICLE I  
Name**

The name of the limited liability company ("Company") is HCMS Partners, LLC.

**ARTICLE II  
Address**

The mailing and street address of the Company's principal office is 11409 107<sup>th</sup> Street East, Parrish, Florida 34219.

**ARTICLE III  
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV  
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Samir Patel. The address of the Company's registered office in Florida is 11409 107<sup>th</sup> Street East, Parrish, Florida 34219.

**ARTICLE V  
Management**

A. The Company is to be managed by Managers who will generally serve from annual meeting to annual meeting of the Members or until a replacement is qualified and elected. The initial Managers, however, shall serve until the organizational meeting of the Company and are identified as follows:

Dearing Technologies, LLC, whose address is 11409 107<sup>th</sup> Street East, Parrish, Florida 34219; and

D.R. Winkelman & Associates, Inc., whose address is 63 Potomac Drive, South Russell, Ohio 44022.

B. The Managers, acting jointly and not alone, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, including, but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

1. Without having first obtained the prior written consent of all the Members, the Managers shall not cause or permit the Company to:

06 APR 13 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

- a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;
- b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or regulations, or;
- c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;
- d. Hire, terminate, or modify the terms of employment of any Manager, or;
- e. Cause this Company to enter into any contract and/or enter into a joint venture or partnership with any other person or entity, or;
- f. Invest in the debt or equity of any other entity, or;
- g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction;
- h. Authorize a capital expenditure in excess of \$1000.00;
- i. Exceed the sum of \$1,000.00 in non-recurring operating expenses and entertainment expenses.

If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article V within ten (10) business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

2. Without having first obtained the prior written consent of all of the Member(s), amend these Articles or the Operating Agreement of the Company to:

- a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Member(s), or;
- b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Manager(s), or;
- c. Modify the duration of this Company, or;
- d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;
- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;

06 APR 13 AM 10:40  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 FILED

g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Article V within ten (10) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

C. A "majority in interest," without more, shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Members of the Company.

**ARTICLE VI  
Continuation of Business**

A majority in interest of the remaining Members of the Company have the right to continue the business on 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 in the Company.

**ARTICLE VII  
Profits and Losses Allocation**

Profits and losses will be allocated to the Members in accordance with the Operating Agreement of the Company.

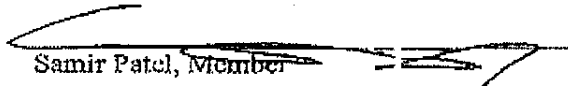
**ARTICLE VIII  
Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member, provided, however, that if a single individual is the sole Member and Manager, only that individual shall be required to sign said Articles of Amendment.

**ARTICLE IX  
Commencement**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Member or an authorized representative of a Member has executed these Articles of Organization on this 13 day of April, 2006.

  
Samir Patel, Member

06 APR 13 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

FILED

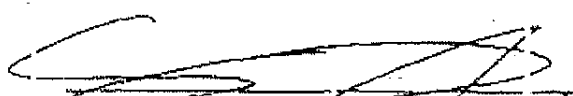
**CERTIFICATE OF DESIGNATED REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.4110, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for HCMS Partners, LLC.

1. My name as registered agent and the address of my office, which I shall serve as the registered office for the above-referenced limited liability company, are: Samir Patel, 11409 107<sup>th</sup> Street East, Parrish, Florida 34219.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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: 4/13/06

  
Samir Patel, Registered Agent

FILED  
06 APR 13 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA