

SEP-06

15:25

COM-

T-7

F-754

F-754

**L060000 87008**

00600220873 3)))

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.

((H06000220873 3)))



H060002208733ABC

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 : AKERMAN SENTERFITTT - TAMPA  
Account Number : I200000000249  
Phone : (813)223-7333  
Fax Number : (813)223-2037

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 SEP -5 AM 8:31

FILED

9/6  
cliff

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**The Capital W Group, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF ORGANIZATION**  
**OF**  
**THE CAPITAL W GROUP, LLC**

---

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the Company shall be: **THE CAPITAL W GROUP, LLC.**

**ARTICLE II**  
**ADDRESS AND PLACE OF BUSINESS**

The address of the principal office and the mailing address of this Company shall be:

**PRINCIPAL OFFICE**

c/o William Kalish, Esq.  
401 East Jackson Street, Suite 1700  
Tampa, Florida 33602

**MAILING ADDRESS**

c/o William Kalish, Esq.  
401 East Jackson Street, Suite 1700  
Tampa, Florida 33602

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 SEP -5 AM 8:31

FILED

**ARTICLE III**  
**PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV**  
**GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

{TP173424;4}

---

(((H06000220873 3)))

(((H06000220873 3)))

ARTICLES OF ORGANIZATION  
OF THE CAPITAL W GROUP, LLC  
PAGE 2

ARTICLE V  
MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the members. The members may appoint one or more managing members and grant them such authority as specifically provided by statute or by the Operating Agreement. The initial Managing Member of the Company shall be Robert Woelfel, M.D., as trustee of the Robert Woelfel, M.D. Inter Vivos Trust, dated August 27, 1986, as amended and restated.

ARTICLE VI  
RIGHT TO CONTINUE BUSINESS

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 in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

ARTICLE VII  
RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

ARTICLE VIII  
OPERATING AGREEMENT

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

RECEIVED  
STATE  
TALLAHASSEE  
FLORIDA

06 SEP -5 AM 8:31

FILED

((H06000220873 3)))

ARTICLES OF ORGANIZATION  
OF THE CAPITAL W GROUP, LLC  
PAGE 3


ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 401 East Jackson Street, Suite 1700, Tampa, Florida 33602, and the name of its initial registered agent is American Information Services, Inc.. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE X  
ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of THE CAPITAL W GROUP, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 5th day of September, 2006.

  
\_\_\_\_\_  
William Kalish,  
Authorized Representative

((H06000220873 3)))

SECRETARY  
TALLAHASSEE, FLORIDA

06 SEP -5 AM 8:31

FILED

((H06000220873 3)))

ARTICLES OF ORGANIZATION  
OF THE CAPITAL W GROUP, LLC  
PAGE 4

ACCEPTANCE BY REGISTERED AGENT

---

Having been appointed the registered agent of THE CAPITAL W GROUP, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 5th day of September, 2006.

AMERICAN INFORMATION SERVICES  
INC. a Florida corporation

By: 

William Kalish, Vice President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 SEP -5 AM 8:31

FILED

((H06000220873 3)))