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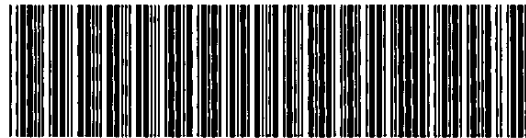
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W06-41308  
J. BRYAN SEP 20 2006

J. BRYAN OCT 18 2006

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** The Diagnostic Center at Vascular Associates, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Frederick W. Shuler and Sean M. Weiss

(Name of Person)

(Firm/Company)

2101 Jenks Avenue

(Address)

Panama City, FL 32405

(City/State and Zip Code)

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For further information concerning this matter, please call:

Sean Weiss

(Name of Person)

at ( 678 )

614-3089

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 20, 2006

FREDERICK W. SHULER & SEAN M. WEISS  
2101 JENKS AVENUE  
PANAMA CITY, FL 32405

SUBJECT: THE DIAGNOSTIC CENTER AT VASCULAR ASSOCIATES, LLC  
Ref. Number: W06000041308

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We have received your document for THE DIAGNOSTIC CENTER AT VASCULAR ASSOCIATES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Can only list one person to be registered agent,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 706A00056300

15 October 2006

TO: REGISTRATION SECTION,  
DIVISION OF CORPORATIONS  
FROM: FREDERICK W. SHULER, MD  
RE: THE DIAGNOSTIC CENTER AT VASCULAR ASSOCIATES, LLC

1. Attached please find the updated Articles of Organization. The \$125 filing fee has been paid.
2. Please don't hesitate to contact me if there are further questions.

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## ARTICLES OF ORGANIZATION

### THE DIAGNOSTIC CENTER AT VASCULAR ASSOCIATES, LLC

#### Article I – Name

The name of the Limited Liability Company is The Diagnostic Center at Vascular Associates, LLC.

#### Article II – Principal Place of Business

The principal place of business for this Limited Liability Company is Panama City, Bay County, Florida, with a mailing address of 2101 Jenks Avenue, Panama City, Florida, 32405, or at such other place as the Members from time to time select.

#### Article III – Registered Agent, Office, and Signature

The name of the company's registered agent is Frederick W. Shuler, and the address of the registered office within this state is 2101 Jenks Avenue, Panama City, Florida, 32405.

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 as provided for in Chapter 608, Florida Statutes.

  
\_\_\_\_\_  
Registered Agent's Signature

*Frederick W Shuler*

#### Article IV – Manager(s) or Managing Member(s)

The name and address of the initial Managing Members of this Limited Liability Company is:

Frederick W. Shuler, MGMR  
2101 Jenks Avenue  
Panama City, Florida 32405

#### Article V – Admission of Additional Members

No one can become a member of this Limited Liability Company (either by transfer of an existing membership or the issuance of a new one) without the unanimous consent of members or as stipulated by the Operating Agreement.

#### Article VI – Liability

As stated in Chapter 608, Florida Statutes, a person who is a member, manager, agent, or employee of this Limited Liability Company is not liable, solely by reason of being a member, manager, agent,

or employee of the Limited Liability Company, under a judgment, decree, or order of a court, or in any other manner, for a debt, obligation, or liability of the Limited Liability Company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent, or employee of the Limited Liability Company, whether arising in contract, tort, or otherwise.

#### Article VII – Continuation and Dissolution

Unless otherwise provided in the written Operating Agreement, the remaining Members of this Limited Liability Company by unanimous vote may exercise the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event, which terminates the continued membership of a Member in this Limited Liability Company. Members cannot enter into Business Continuation Agreement.

Further, dissolution of the Limited Liability Company shall be effective only after the unanimous vote or consent of the members and applicable state law, unless otherwise provided in the written Operating Agreement.

#### Article VIII – Management


Unless the Operating Agreement vests management of the Limited Liability Company in a manager or managers, the business of the company shall be conducted under the exclusive management of its members, who shall vote according to their proportionate interest in their company and shall have exclusive authority to act for the company in all matters. Members cannot enter into a Business Dissolution Consent Agreement.

Further, unless otherwise provided in the written Operating Agreement, the unanimous vote or consent of the members shall be required to approve the following matters:

- (1) The dissolution of the Limited Liability Company;
- (2) The merger of the Limited Liability Company;
- (3) The sale, exchange, lease, or other transfer of all or substantially all of the assets of the Limited Liability Company;
- (4) The admission of any new member of the Limited Liability Company; or
- (5) An amendment to these Articles of Organization or an amendment to the written Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization.

This 6<sup>th</sup> day of October, 2006.

  
NAME Frederick W. Shuler  
Member

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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.