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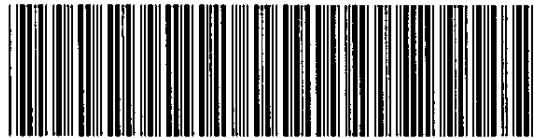
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

July 18, 2007

EMPIRE

TALLAHASSEE, FL

SUBJECT: SOUTH FLORIDA MEDICAL GROUP, LLC
Ref. Number: W07000034252

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TALLAHASSEE, FLORIDA

We have received your document for SOUTH FLORIDA MEDICAL GROUP, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

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) 245-6914.

Buck Kohr
Document Specialist

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TALLAHASSEE, FLORIDA

VALIDATION ONLY

7/16/07 Marilyn

Cast Management

Requestor's Name

4405 N.W. 79 Ave #9

Address

Miami FL 33166

City

State

ZIP

Phone

(305) 593-5151

CORPORATION(S) NAME

~~South Florida Medical Group, LLC~~
Florida Physicians Network LLC

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Reinstatement

☐ Reservation

☒ Other **LLC**

☐ Change of Registered Agent

☒ Certified Copy *of Certificate*

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier



Empire Toll Free: 1-800-432-3028

**ARTICLES OF ORGANIZATION
OF
FLORIDA PHYSICIANS NETWORK LLC**

FILED
07 JUL 23 3:17 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A LIMITED LIABILITY COMPANY UNDER THE FLORIDA LIMITED LIABILITY COMPANY ACT, FLORIDA STATUTES CHAPTER 608, HEREBY MAKES, ACKNOWLEDGES, AND FILES THE FOLLOWING ARTICLES OF ORGANIZATION.

ARTICLE 1-NAME

THE NAME OF THE LIMITED LIABILITY COMPANY SHALL BE FLORIDA PHYSICIANS NETWORK LLC ("COMPANY").

ARTICLE 2- ADDRESS

THE PRINCIPAL PLACE OF BUSINESS OF THE COMPANY IN FLORIDA SHALL BE 747 PONCE DE LEON BLVD SUITE 408 CORAL GABLES, FLORIDA 33134 AND THE MAILING ADDRESS SHALL BE 747 PONCE DE LEON BLVD, SUITE 408 CORAL GABLES, FLORIDA 33134.

ARTICLE 3- EFFECTIVE DATE

THESE ARTICLES OF ORGANIZATION SHALL BE EFFECTIVE IMMEDIATELY UPON APPROVAL OF SECRETARY OF STATE OF FLORIDA.

ARTICLE 4- DURATION

SUBJECT TO THE PROVISIONS OF ARTICLE 9, THE COMPANY'S EXISTENCE SHALL TERMINATE NO LATER THAN 99 YEARS FROM ITS DATE OF COMMENCEMENT, UNLESS THE COMPANY IS EARLIER DISSOLVED AS PROVIDED IN THESE ARTICLES OF ORGANIZATION.

ARTICLE 5- PURPOSES AND POWERS

THE GENERAL PURPOSE FOR WHICH THE COMPANY IS ORGANIZED IS TO ENGAGE IN THE FIELD OF MEDICINE. IT OPERATES AS A MEDICAL GROUP. IT IS ORGANIZED TO OPERATE ANY LAWFUL BUSINESS FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA. THE COMPANY SHALL HAVE ALL THE POWERS GRANTED TO A LIMITED LIABILITY COMPANY UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE 6- REGISTERED OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF REGISTERED OFFICE OF THIS COMPANY IS LOUIS F. CAST AT 4805 NW 79 AVE # 9 DORAL, FL 33166.
THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THIS COMPANY IS LOUIS F. CAST, 4805 NW 79 AVE # 9 DORAL, FL 33166.

ARTICLE 7- ADMISSION OF NEW MEMBERS

NO ADDITIONAL MEMBER(S) SHALL BE ADMITTED TO THE COMPANY EXCEPT WITH THE UNANIMOUS WRITTEN CONSENT OF ALL THE MEMBER(S) OF THE COMPANY AND UPON SUCH TERMS AND CONDITIONS AS SHALL BE DETERMINED BY THE ENTIRE MEMBER(S). A MEMBER MAY TRANSFER HIS OR HER INTEREST IN THE COMPANY AS SET FORTH IN THE REGULATIONS OF THE COMPANY, BUT THE TRANSFEREE SHALL HAVE NO RIGHT TO PARTICIPATE IN THE MANAGEMENT OF THE BUSINESS AND AFFAIRS OF THE COMPANY OR BECOME A MEMBER UNLESS ALL THE OTHER MEMBER(S) OF THE COMPANY OTHER THAN THE MEMBER PROPOSING TO DISPOSE OF HIS OR HER INTEREST APPROVE OF THE PROPOSED TRANSFER BY UNANIMOUS WRITTEN CONSENT.

ARTICLE 8- TERMINATION OF EXISTENCE

THE COMPANY SHALL BE DISSOLVED UPON THE DEATH, RETIREMENT, RESIGNATION, EXPULSION, BANKRUPTCY, OR DISSOLUTION OF A MEMBER OR MANAGER, OR UPON THE OCCURRENCE OF ANY OTHER EVENT THAT TERMINATES THE CONTINUED MEMBERSHIP OF A MEMBER IN THE COMPANY, UNLESS THE BUSINESS OF THE COMPANY IS CONTINUED BY THE CONSENT OF ALL THE REMAINING MEMBERS, PROVIDED THERE ARE AT LEAST ONE REMAINING MEMBER.

ARTICLE 9- MANAGEMENT

THE COMPANY SHALL BE MANAGED BY A MANAGER(S) IN ACCORDANCE WITH REGULATIONS ADOPTED BY THE MEMBER(S) FOR THE MANAGEMENT OF THE BUSINESS AND AFFAIRS OF THE COMPANY. THESE REGULATIONS MAY CONTAIN ANY PROVISIONS FOR THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE COMPANY NOT INCONSISTENT WITH LAW OR THESE ARTICLES OF ORGANIZATION. THE NAMES OF ALL SUCH MANAGER(S) WHO IS/ARE TO SERVE AS MANAGER(S) IS/ARE:

OPERATING MANAGER:	ELEONOR PIMENTEL, M.D.
GENERAL MANAGER :	JOSE BASAGOITIA, M.D.
GENERAL MANAGER :	RICARDO CALONGE, M.D.
GENERAL MANAGER :	PETER CHOY, M.D.
GENERAL MANAGER :	FRANCISCO COELLO, M.D.
GENERAL MANAGER :	JUAN GARCES, M.D.
GENERAL MANAGER :	FEDERICO GIL, M.D.
GENERAL MANAGER :	RAMIRO MARRERO, M.D.
GENERAL MANAGER :	CEFERINO MILIAN, M.D.
GENERAL MANAGER :	FRANKLIN PIMENTEL, M.D.
GENERAL MANAGER :	LAZARO PRIEGUES, M.D.
GENERAL MANAGER :	RAUL TANO, M.D.

WHOSE ADDRESSES SHALL BE 747 PONCE DE LEON BLVD. SUITE 408
CORAL GABLES, FLORIDA 33134.

ARTICLE 10- INDEMNIFICATION

THE COMPANY SHALL INDEMNIFY MANAGERS AND OFFICERS OF THE COMPANY WHO WAS WHOLLY SUCCESSFUL, ON THE MERITS OR OTHERWISE, IN THE DEFENSE OF ANY PROCEEDING TO WHICH THE MANAGER OR OFFICER WAS A PARTY BECAUSE THE MANAGER OR OFFICER IS OR WAS A MANAGER OR OFFICER OF THE COMPANY AGAINST REASONABLE ATTORNEY FEES AND EXPENSES INCURRED BY THE MANAGER OR OFFICER IN CONNECTION WITH THE PROCEEDING. THE COMPANY MAY INDEMNIFY AN INDIVIDUAL MADE A PARTY TO A PROCEEDING BECAUSE THE INDIVIDUAL IS OR WAS A MANAGER, OFFICER, EMPLOYEE OR AGENT OF THE COMPANY AGAINST LIABILITY IF AUTHORIZED IN THE SPECIFIC CASE AFTER DETERMINATION, IN THE MANNER REQUIRED BY THE MEMBER(S), THAT INDEMNIFICATION OF THE MANAGER, OFFICER, EMPLOYEE OR AGENT, AS THE CASE MAY BE, IS PERMISSIBLE IN THE CIRCUMSTANCES BECAUSE THE MANAGER, OFFICER, EMPLOYEE OR AGENT HAS MET THE STANDARD OF CONDUCT SET FORTH BY THE MEMBER(S). THE INDEMNIFICATION AND ADVANCEMENT OF ATTORNEY FEES AND EXPENSES FOR MANAGERS, OFFICERS, EMPLOYEES AND AGENTS OF THE COMPANY SHALL APPLY WHEN SUCH PERSONS ARE SERVING AT THE COMPANY'S REQUEST WHILE A MANAGER, OFFICER EMPLOYEE OR AGENT OF THE COMPANY, AS THE CASE MAY BE, AS A MANAGER, OFFICER, PARTNER, TRUSTEE, EMPLOYEE OR AGENT OF ANOTHER OREIGN OR DOMESTIC COMPANY, PARTNERSHIP, JOINT VENTURE, TRUST, EMPLOYEE BENEFIT PLAN OR OTHER ENTERPRISE,

WHETHER OR NOT FOR PROFIT, AS WELL AS IN THEIR OFFICIAL CAPACITY WITH THE COMPANY. THE COMPANY ALSO MAY PAY FOR OR REIMBURSE THE REASONABLE ATTORNEY FEES AND EXPENSES INCURRED BY A MANAGER, OFFICER, EMPLOYEE OR AGENT OF THE COMPANY WHO IS A PARTY TO A PROCEEDING IN ADVANCE OF FINAL DISPOSITION OF THE PROCEEDING. THE COMPANY ALSO MAY PURCHASE AND MAINTAIN INSURANCE ON BEHALF OF AN INDIVIDUAL ARISING FROM THE INDIVIDUAL'S STATUS AS A MANAGER, OFFICER, EMPLOYEE OR AGENT OF THE COMPANY, WHETHER OR NOT THE COMPANY WOULD HAVE POWER TO INDEMNIFY THE INDIVIDUAL AGAINST THE SAME LIABILITY UNDER THE LAW. ALL REFERENCES IN THESE ARTICLES OF ORGANIZATION ARE DEEMED TO INCLUDE ANY AMENDMENT OR SUCCESSOR THERETO. NOTHING CONTAINED IN THESE ARTICLES OF ORGANIZATION SHALL LIMIT OR PRECLUDE THE EXERCISE OF ANY RIGHT RELATING TO INDEMNIFICATION OR ADVANCE OF ATTORNEY FEES AND EXPENSES TO ANY PERSON WHO IS OR WAS A MANAGER, OFFICER, EMPLOYEE OR

AGENT OF THE COMPANY OR THE ABILITY OF THE COMPANY OTHERWISE TO INDEMNIFY OR ADVANCE EXPENSES TO ANY SUCH PERSON BY

CONTRACT OR IN ANY OTHER MANNER. IF ANY WORD, CLAUSE OR SENTENCE OF THE FOREGOING PROVISIONS REGARDING INDEMNIFICATION OR ADVANCEMENT OF THE ATTORNEY FEES OR EXPENSES SHALL BE HELD INVALID AS CONTRARY TO LAW OR PUBLIC POLICY, IT SHALL BE SEVERABLE AND THE PROVISIONS REMAINING SHALL NOT BE OTHERWISE AFFECTED. ALL REFERENCES IN THESE ARTICLES OF ORGANIZATION TO MANAGER, OFFICER, EMPLOYEE AND AGENT SHALL INCLUDE THE HEIRS, ESTATES, EXECUTORS, ADMINISTRATORS AND PERSONAL REPRESENTATIVES OF SUCH PERSONS.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, THIS JULY 11, 2007.


ELEONOR PIMENTEL, M.D.
OPERATING MANAGER

ARTICLE 11

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
organization**

I, LOUIS F. CAST HAVING A BUSINESS OFFICE AT 4805 NW 79 AVE # 9 DORAL FL, 33166 AND HAVING BEEN DESIGNATED AS THE REGISTERED AGENT IN THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION, AM FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE POSITION OF REGISTERED AGENT UNDER THE APPLICABLE PROVISIONS OF THE FLORIDA STATUTES.


LOUIS F. CAST, REGISTERED AGENT