

L0800000143793

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.

(((H08000014379 3)))



H080000143793ABC%

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)617-6383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.

REDBRIDGE REINSURANCE MANAGERS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

RECEIVED

08 JAN 17 PH 4: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JAN 17 AM 11: 11

FILED

Electronic Filing Menu

Corporate Filing Menu

L. SELLERS

JAN 18 2008

6

H08000014379

Redbridge/NewEntity/ArticlesOfOrganization 011000a

**ARTICLES OF ORGANIZATION
FOR
REDBRIDGE REINSURANCE MANAGERS, LLC
A Florida Limited Liability Company**

The undersigned hereby form a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

ARTICLE I

NAME

The name of the limited liability company shall be **REDBRIDGE REINSURANCE MANAGERS, LLC.**

ARTICLE II

DURATION

This limited liability company is to exist perpetually, unless dissolved as provided by applicable law.

ARTICLE III

PURPOSES AND POWERS

This limited liability company may engage in any activity of business permitted under the laws of the United States, any State, or any foreign country.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial mailing and street address of the principal office of this limited liability company shall be c/o Post & Romero, 3195 Ponce de Leon

Articles of Organization
1 of 5

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JAN 17 AM 11:11

FILED

H08000014379

Leon Blvd., Suite 400, Coral Gables, FL 33134, but the location may be changed with approval by the members of this limited liability company present at a meeting (personally or by proxy) representing a majority of the voting power.

ARTICLE V

MANAGEMENT AND INITIAL MEMBER

The limited liability company shall be managed by one or more managers and is, therefore, a manager-managed company to be governed as set forth in the operating agreement adopted by the members.

The initial member shall be:

REDBRIDGE NETWORK & HEALTHCARE, INC.
15715 S. Dixie Highway, Suite 329
Palmetto Bay, FL 33157

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is as follows: c/o Post & Romero, 3195 Ponce de Leon Blvd, Suite 400, Coral Gables, Florida 33134, and the name of its initial registered agent is Law Office of Carlos A. Romero, Jr., P.A.

ARTICLE VII

RESTRICTIONS ON MEMBERSHIP

A proposed transferee will not be recognized as a member of the limited liability company, unless the procedures under the operating agreement are followed and satisfied fully. If there is no operating agreement, and if all the members of this limited liability company do not approve the proposed transfer or assignment by unanimous written

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JAN 17 AM 11:11

FILED

consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this limited liability company or to become a member.

ARTICLE VIII

VOTING BY MEMBERS WITHOUT MEETING

On any matter that is to be voted on by members, the members may take such action without a meeting, without prior notice, and without a vote, if a written consent setting forth the action so taken, is signed by the members having not less than the minimum number of votes that would be necessary to authorize such action at a meeting, but in no event by a vote representing less than the percentage of voting power of the members otherwise present (personally or represented by proxy) at a meeting, if a meeting were held. Within 10 days (or such time as might otherwise be required by law if shorter) after obtaining such authorization by written consent, written notice must be given to those members that did not consent in writing or were not entitled to vote.

ARTICLE IX

AMENDMENT OF OPERATING AGREEMENT AND REGULATIONS

The power to adopt, alter, amend, or repeal the operating agreement of this limited liability company shall be vested in the members.

ARTICLE X

AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organisation shall be approved by a majority of all members of the limited liability company present (personally or represented by proxy) at a meeting representing a majority of the voting power.

ARTICLE XI

INDEMNIFICATION

This limited liability company is empowered to indemnify any officer, member, or manager to the fullest extent permitted by applicable law, as now and hereinafter amended.

ARTICLE XII

EXECUTION

The undersigned member of this limited liability company hereby certifies that the foregoing constitutes the Articles of Organization of **REDBRIDGE REINSURANCE MANAGERS, LLC.**

IN WITNESS WHEREOF, for the purposes of forming this limited liability company under the laws of the State of Florida, I, the undersigned, as representative of the corporate member, has executed these Articles of Organization this 14 day of January 2008.

2008 JAN 17 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H08000014379

REDBRIDGE NETWORK & HEALTHCARE, INC., member

By: *Edmund Santiago*

Print name: Edmund Santiago

Title: President & CEO - RRM, LLC

[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 herein are true.]

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, F.S.

LAW OFFICE OF CARLOS A. ROMERO, JR., P.A., Registered Agent

By: *Carlos A. Romero, Jr.*
Carlos A. Romero, Jr., President

2008 JAN 17 AM 11: 47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H08000014379