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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON

JUN - 6 2008

EXAMINER

27856-8004

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: David Begleiter M.D., P.L.
(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:

Locksley A. Rhoden, Esq.

(Name of Person)

Locksley A Rhoden, P.L., a private law firm

(Firm/Company)

1835 E. Hallandale Beach Boulevard, Suite 661

(Address)

Hallandale Beach, FL 33009

(City/State and Zip Code)

For further information concerning this matter, please call:

Locksley A. Rhoden, Esq. at (**305**) **965-0635**
(Name of Person) (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

THE ASSET PROTECTION FIRM

Business & Tax Law ~ Wills ~ Trusts & Estates ~ Probate ~ Charitable Planning,

Locksley A. Rhoden, P.L.
1835 E. Hallandale Beach Boulevard
Hallandale Beach, FL 33009
305.965.0635
LRhoden@TheAPFirm.com

June 2, 2008

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Corrected Articles of Organization to be Filed for David Begleiter M.D., P.L.

To Whom It May Concern:

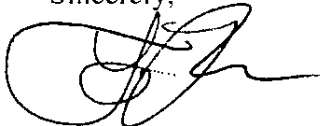
Enclosed for filing with the Department of State per the letter I received from the Department of State dated May 27, 2008, please find the corrected Articles of Organization for **David Begleiter M.D., P.L.** (the "Company") intended to replace the original Articles of Organization I submitted for filing on May 20, 2008.

The enclosed Articles of Organization has been updated to reference the authorization of the 'organizer' forming the Company (and not an 'incorporator'). Thank you for expediting filing of the corrected Articles of Organization enclosed with this letter.

If you have any additional questions, please feel free to contact me at:

Locksley A. Rhoden, Esq.
Locksley A. Rhoden, P.L., a private law firm
Email: lrhoden@theapfirm.com
Office: 305.965.0635
Fax: 305.675.3998

Sincerely,



Locksley A. Rhoden, Esq.
For the Firm

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

00 JUN -5 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 27, 2008

LOCKSLEY A RHODEN, ESQ
LOCKSLEY A RHODEN, P.L.
1835 E HALLANDALE BEACH BLVD - STE 661
HALLANDALE BEACH, FL 33009

SUBJECT: DAVID BEGLEITER M.D., P.L.
Ref. Number: W08000025843

We have received your document for DAVID BEGLEITER M.D., P.L. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person signing the Articles of Organization to form the Florida limited liability company is an "organizer," not an "incorporator." Please substitute the word "organizer" for the word "incorporator" in your document.

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 408A00033042

**ARTICLES OF ORGANIZATION
OF
DAVID BEGLEITER M.D., P.L**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.407 of the Florida Limited Liability Company Act and Section 621.051 of the Florida Professional Service Corporation and Limited Liability Company Act, the undersigned organizer, for the purposes of forming a professional services limited liability company in the state of Florida, hereby adopts these Articles of Organization as follows:

ARTICLE I
NAME

The name of the limited liability company is David Begleiter M.D., P.L. (the "Company").

ARTICLE II
PRINCIPAL OFFICE

The mailing address and street address of the Company is 300 East 85th Street, Suite # 2401, New York, NY 10028 in the county of New York.

ARTICLE III
PURPOSE

The purpose of the Company is to engage in the practice of medicine and provide professional medical services or any other lawful act or activity for the Company as organized and operated under Chapter 608 of the Florida Limited Liability Company Act and Chapter 621 of the Florida Professional Service Corporation and Limited Liability Company Act, as may be amended and supplemented from time to time.

ARTICLE IV
REGISTERED AGENT/REGISTERED OFFICE

The name of the registered agent of the Company is David Begleiter. The address of the registered office of the Company is 450 Alton Road, Suite #2205, Miami Beach, FL 33139 in the county of Miami-Dade.

ARTICLE V
PERPETUAL EXISTENCE

The Company shall have a perpetual existence and shall commence its existence at the time of the filing of these Articles of Organization with the Department of State of the state of Florida.

ARTICLE VI
NAME AND ADDRESS OF ORGANIZOR

The name and mailing address of the sole organizer of the Company is as follows:

<u>Name</u>	<u>Address</u>
David Begleiter M.D.	300 East 85 th Street Suite # 2401 New York, NY 10028

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TALLAHASSEE, FLORIDA

ARTICLE VII
INITIAL MANAGING MEMBER

The property, business and affairs of the Company shall be managed by the managing member of the Company (the "Managing Member"). All of the duties and powers of the Company, these Articles of Organization and the Operating Agreement shall be exercised exclusively by the Managing Member. The initial Managing Member shall serve until the next annual meeting of the members of the Company pursuant to the Operating Agreement of the Company. The title, name and mailing address of the person elected as Managing Member of the Company is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Managing Member MGRM	David Begleiter M.D.	450 Alton Road, Suite #2205 Miami Beach, FL 33139

ARTICLE VIII
AMENDMENTS

The Company reserves the right to amend, alter or repeal any provisions contained in this Articles of Organization from time to time and at any time in the manner now or hereafter prescribed in this Articles of Organization, the Company's Operating Agreement and by the laws of the state of Florida, and all rights herein conferred upon members are granted subject to such reservation.

ARTICLE IX
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida:

A. The Managing Member of the Company is expressly authorized to adopt, amend or repeal the Operating Agreement of the Company.

B. Elections of Managing Member of the Company need not be by written ballot unless the Operating Agreement of the Company shall so provide.

C. The books of the Company may be kept at such place within the state of Florida as the Operating Agreement of the Company may provide or as may be designated from time to time by the Managing Member of the Company.

D. Meetings of the members may be held within or without the state of Florida, as the Operating Agreement may provide.

E. The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class of units of the Company shall be provided in the Company's Operating Agreement to be adopted.

F. All units of the Company are subject to the Company's Operating Agreement containing numerous restrictions on the rights of members of the Company and the transferability of units of the Company.

G. The Company may make an 'S-election' to be a recognized as a small business corporation as provided in Subchapter S of the Internal Revenue Code of 1986, as amended, and once elected, the members hereby agree immediately to submit to the Company and Company's counsel any unit certificates held by each of them representing their interest in the Company for inscription of a transfer restrictive legend thereon.

I, THE UNDERSIGNED, being the sole organizer hereinbefore named, for the purpose of forming a limited liability company pursuant to the laws of the state of Florida, do make this Articles of Organization, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my names and seals this 31 day of May, 2008.


David Begleiter M.D., Sole Organizer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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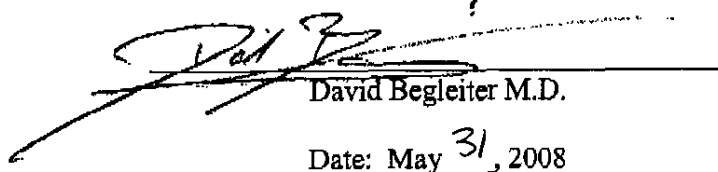
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida statutes Sections 608.415 and 621.13(2), the undersigned Company, organized pursuant to the laws of the state of Florida, submits the following statement designating the registered agent/registered office in the state of Florida.

1. The name of the Company is David Begleiter M.D., P.L.
2. The name and address of the registered agent and office is:

Attention: David Begleiter
450 Alton Road, Suite #2205
Miami Beach, FL 33139

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 in Chapter 608 of the Florida statutes.


David Begleiter M.D.
Date: May 31, 2008

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TALLAHASSEE, FLORIDA