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SECRETARY OF STATE
DIVISION OF CORPORATION
10 JAN 11 PM 2:05

GRAY | ROBINSON
ATTORNEYS AT LAW

SUITE 1650
1221 BRICKELL AVENUE
MIAMI, FL 33131-0014
TEL 305-416-6880
FAX 305-416-6887
gray-robinson.com

FORT LAUDERDALE
JACKSONVILLE
KEY WEST
LAKELAND
MIAMI
MELBOURNE
NAPLES
ORLANDO
TALLAHASSEE
TAMPA

305-416-6880

JACK.HARTOG@GRAY-ROBINSON.COM

January 8, 2010

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
(850) 245-6051

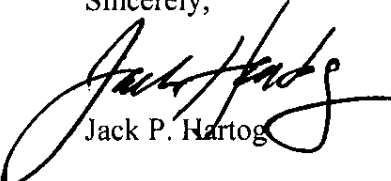
Re: Clinica Venamer, LLC.

Enclosed are an original and one (1) copy of the Articles of Organization for the above, and a check for \$125 as a filing fee.

Please return all correspondence concerning this matter to the undersigned.

Thank you.

Sincerely,


Jack P. Hartog

Enclosures

cc: Mr. Gianpaolo Belmonte

**ARTICLES OF ORGANIZATION
FLORIDA LIMITED LIABILITY COMPANY**

CLINICA VENAMER, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
10 JAN 11 PM 2:05

ARTICLE I: Name

The name of the limited liability company is: Clinica Venamer, LLC.

ARTICLE II: Address

The mailing address and the street address of the principal office of the limited liability company is:

10200 NW 25th Street,
Unit #114
Doral, FL 33172

ARTICLE III: Registered Agent

The name and Florida street address of the limited liability company's registered agent is:

JACK P. HARTOG
Gray Robinson, Attorneys at Law
1221 Brickell Ave. Suite 1600
Miami, FL 33131

The Company may change its registered office or its registered agent or both by filing with the Secretary of State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE IV: General Powers

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

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.

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 the 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.

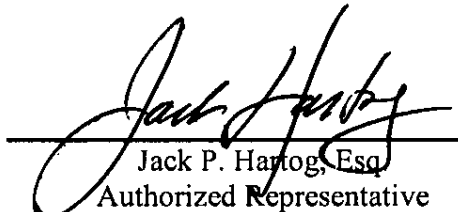
ARTICLE IX: Amendment

These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interest 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.

Article X: Effective Date

The effective date of these Articles of Organization is January 7, 2010.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 8th day of January, 2010.



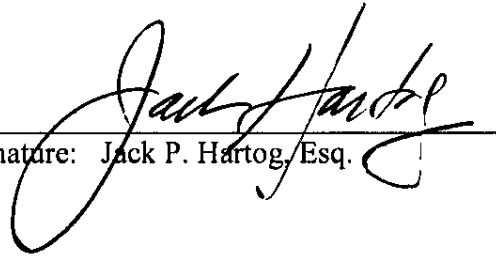
Jack P. Hartog, Esq.
Authorized Representative

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

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..

Dated this 8th day of January, 2010.

Registered Agent's Signature: Jack P. Hartog, Esq.

A handwritten signature in black ink, appearing to read "Jack Hartog", written over a horizontal line.