

L10000057105

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
PRAMUKH DENTAL PRACTICE LLC

Certificate of Status	1
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AMENDED AND RESTATED ARTICLES OF ORGANIZATION**PRAMUKH DENTAL PRACTICE LLC**

The Articles of Organization of Pramukh Dental Practice LLC (the "company") as originally filed with the Florida Secretary of State on May 27, 2010, Document Number L10000057105, is heretofore amended and restated in its entirety to read as follows:

Article 1.**Name**

The name of the company is:

PRAMUKH DENTAL PRACTICE P.L.L.C.

Article 2.**Principal Office**

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

19007 Bruce B Downs Blvd.
Tampa, FL 33647

Article 3.**Registered Office and Registered Agent**

The street address of the registered office of this company is 19007 Bruce B Downs Blvd, Tampa, Fl 33647. The name of the registered agent of this company at that address is Vijay Patel, DDS.

Article 4.**Purposes**

The company is organized for pecuniary profit for the sole and specific purpose of engaging in the practice of dentistry and, to the extent permitted by law, may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, may own real or personal property necessary for the rendering of professional services, and may otherwise engage in any lawful activity or business permitted to be engaged in by a professional limited liability company under Florida law.

Article 5.**Member Disqualification**

Except as otherwise expressly provided in this Article, if a member of this company who has been rendering professional service to the public becomes legally disqualified to render such professional services or accepts employment that, pursuant to existing law, places restrictions or limitations upon that member's continued rendering of

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such professional services (each a **Disqualification Event**), that member (the **Disqualified Member**) must sever all employment with, and financial interests in, this company forthwith. Upon a Disqualification Event, the Disqualified Member's membership interest in this company is redeemed and is deemed to have been redeemed and cancelled effective as of the occurrence of the Disqualification Event, any shares of this Company issued in the name of or beneficially held by the Disqualified Member are not considered outstanding upon and after the Disqualification Event, the Disqualified Member is not entitled to vote or participate in any company or member action and ceases to be an employee, officer, manager, and member of this company effective as of the Disqualification Event, and the Disqualified Member's sole right and entitlement is to receive the redemption price (the **Redemption Price**) for the redeemed membership interest (the **Redeemed Interest**). All membership interests in the company are redeemable pursuant to this Article.

A deceased Member is a Disqualified Member, and the death of a Member constitutes a Disqualification Event, for purposes of this Article.

In the event that by operation of law or pursuant to any requirement of law, including bankruptcy law, or a judicial decree or other court order, award, decision, injunction, judgment, ruling, decree, charge, writ, subpoena or verdict, including in connection with any divorce, equitable or community or marital property distribution relating to the division or partition of property between spouses, this company is required to recognize any transfer, assignment or other disposition of all or any part of a member's membership interest in the company to a person who is not eligible to own a membership interest in a professional limited liability company under Chapter 621, Florida Statutes, a Disqualification Event is deemed to have occurred and the membership interest or part thereof that is affected by that transfer, assignment, or other disposition constitutes the Redeemed Interest for purposes of this Article.

The **Redemption Price** for the **Redeemed Interest** is the redemption or purchase price as determined pursuant to the company's operating agreement as in legal force and effect at the time. If the company's operating agreement does not provide for redemption and determination of the **Redemption Price**, the **Redemption Price** shall be an amount equal to the pro rata share of this company's member equity associated with the Redeemed Interest as reflected on a balance sheet of the Company as of the close of the calendar month immediately preceding the calendar month within which the Disqualification Event occurs, as determined, by this company's regularly engaged accounting firm, without audit, based on historical cost, employing the accrual method of accounting (regardless of the method of accounting actually used by this company) and generally accepted accounting principles in the United States, except that (i) no allowance of any kind shall be made for goodwill, going concern value or similar intangible asset of the company, unless that asset was acquired by purchase or in connection with a merger or other acquisitive transaction involving the company, and would be properly reflected on the books of the company in accordance with generally accepted accounting principles, and (ii) the aggregate sum of cash, and accounts receivable, as determined after all contractual allowances, and adjustments, and allowances for uncollectibility, derived from fee billings for personally performed professional medical services of member physicians employed by company, shall be deemed to be equal to and fully offset by company's liability for accounts, and trade payables, and compensation or other remuneration for professional services, whether

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accrued, absolute, contingent, deferred, or otherwise, and whether due or to become due, that is or may become payable to member physician employees of the company.

The Redemption Price for the Redeemed Interest must be paid in accordance with the provisions, if any, of the operating agreement, and if not, must be paid in cash within thirty (30) days after the company first acquires actual knowledge of the Disqualification Event or, if later, within five (5) days after determination of the Redemption Price by the company's regularly engaged accounting firm.

The foregoing provisions of this Article do not apply if the Disqualified Member is this company's sole member. In that event, the company must promptly either (i) change its business purpose from the rendering of professional service to provide for any other lawful purpose by amending its articles of organization in the manner required for an original organization under Chapter 608, Florida Statutes, whereupon, as provided by §621.13, Florida Statutes, the company is to be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession, or (ii) take such other action as may be required to cause the company to qualify as a professional limited liability company under Chapter 621, Florida Statutes.

**Article 6.
Amendment**

This company reserves the right to amend or repeal any provision contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

The foregoing Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with §608.411, Florida Statutes.

These foregoing Amended and Restated Articles of Organization are effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been duly executed by the undersigned, all of the members and managers of the Company this 29th September, 2010.

PRAMUKH DENTAL PRACTICE P.L.L.C.

By: _____

VIJAY PATEL, DDS

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PRAMUKH DENTAL PRACTICE P.L.L.C.

Registered Agent

Acceptance and Acknowledgment

Having been named as registered agent and to accept service of process for PRAMUKH DENTAL PRACTICE P.L.L.C. at the place designated in the foregoing Amended and Restated Articles of Organization, 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.

Dated: September 29, 2010.



VIJAY PATEL, DDS
Registered Agent

Amended and Restated Articles of Organization - Pramukh Dental Practice-4868763v1

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