

Division of Corporations

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FLORIDA LIMITED LIABILITY CO.
EYE SURGEONS ASSOCIATES PL

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Page Count	05
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ARTICLES OF ORGANIZATION
OF
EYE SURGEONS ASSOCIATES PL

The undersigned, for the purpose of forming a professional service limited liability company under the provisions of Chapters 608 and 621 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I

Name

The name of the professional service limited liability company is: EYE SURGEONS ASSOCIATES PL (the "Company").

ARTICLE II

Duration

The duration of the Company shall be perpetual.

ARTICLE III

Purpose

The Company is organized for the purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through its members, managers, officers, agents and employees who are duly authorized and licensed to practice in the State of Florida. The Company shall not engage in any business other than the practice of medicine, but may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby. Subject to the foregoing, the Company shall have all powers permitted under the Florida Limited Liability Company Act and the Florida Professional Service Corporation and Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Acts").

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ARTICLE IV

Membership Limitations

No person or entity shall be admitted as a member of the Company unless such person or entity is a professional corporation, a professional limited liability company, or an individual, each of which must be duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Company is organized. No member of the Company may sell or transfer his membership interest in the Company except to another professional corporation, professional limited liability company, or individual, each of which must be duly authorized and licensed to practice medicine in the State of Florida. No member of the Company shall enter into any type of agreement vesting another person with the authority to exercise any of that member's voting power in the Company. In the event that a member:

- (i) becomes disqualified to practice medicine in this State; or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any membership interest in the Company to any person ineligible by law or by virtue of these Articles to be a member of the Company, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate, or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the Operating Agreement of the Company; or
- (iii) suffers an execution to be levied upon his/her membership interest or such membership interest is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such membership interest in some person ineligible by law or by virtue of these Articles to be a member of the Company, then the membership certificate of such member shall immediately stand forfeited and shall be immediately canceled by the Company and the member or other person in possession of such membership certificate shall be entitled only to receive payments for the value of such interest which, in the absence of a provision in the Operating Agreement between the Company and its members, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The member whose membership certificate so becomes forfeited and canceled by the Company shall forthwith cease to be a member and shall accept payment for his/her membership interest in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said member by the Company, such member shall then and thereafter have no further financial interest of any kind in the Company.

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ARTICLE V

Address

The principal office and mailing address of the Company are as follows:

5001 Collins Avenue, Unit 1G
Miami Beach, Florida 33140

ARTICLE VI

Registered Office and Agent

The Registered Agent of the Company and his street address in the State of Florida are as follows:

Fabian A. Pal, Esq.
1395 Brickell Avenue, 14th Floor
Miami, Florida 33131

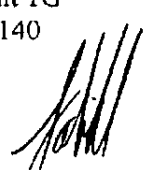
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ARTICLE VII

Management

The Company shall be member-managed by a Managing Member. The name and address of the initial Managing Member is:

Oswaldo Caffa, M.D.
5001 Collins Avenue, Unit 1G
Miami Beach, Florida 33140



Fabian A. Pal,
as Authorized Representative of the Members

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STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

Before me personally appeared Fabian A. Pal, as Authorized Representative of the Members,
☒ who is personally known to me, or ☐ who produced _____
_____ as identification, to be the person who executed the foregoing Articles of Organization.

In witness whereof I have hereunto set my hand and official seal this 26 day of May, 2010.

NOTARY PUBLIC-STATE OF FLORIDA
Judith D. Rodman
Commission #DD921378
Expires: OCT. 18, 2013
BONDED THRU ATLANTIC BONDING CO., INC.

Notary Public: Judith D. Rodman
Print Name: JUDITH D. RODMAN
My Commission expires: 10/18/2013

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**CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT AND
ACCEPTANCE OF DESIGNATION**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

1. The name of the professional service limited liability company is EYE SURGEONS ASSOCIATES PL.

2. The name and address of the Registered Agent and Office is:

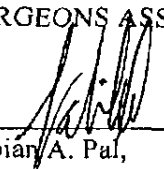
Fabian A. Pal, Esq.
1395 Brickell Avenue, 14th Floor
Miami, Florida 33131

Having been named as Registered Agent and to accept service of process for the above stated professional service limited liability company at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent.

Fabian A. Pal, Registered Agent

Date: 5/26/10

EYE SURGEONS ASSOCIATES PL

By: 
Fabian A. Pal,
as Authorized Representative
of the Members

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