

Aug. 10 2012 4:55 PM
Division of Corporations

The Health Law Firm

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : GEORGE F. INDEST III, P.A. - THE HEALTH LAW FIRM
Account Number : 120000000056
Phone : (407) 331-6620
Fax Number : (407) 331-3030

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**FLORIDA LIMITED LIABILITY CO.
GPS II, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
GPS II, LLC**

**ARTICLE I
Name and Duration**

The name of this Limited Liability Company is GPS II, LLC (hereinafter referred to as the "Company"). The duration of the Company shall be perpetual, commencing as of the date signed below or when accepted for filing by the Secretary of State.

**ARTICLE II
Principal Office**

The mailing address and street address of the principal office of the Company is 6603 Gulfside Road, Longboat Key, Florida 34228, or such other place as the Members may determine from time to time.

**ARTICLE III
Registered Office and Agent**

The address of the registered office of the Company in the State of Florida is 1101 Douglas Avenue, Altamonte Springs, Florida 33714. The name of the registered agent at such address is The Health Law Firm.

**ARTICLE IV
Company Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Company are to practice medicine and deliver health care services and any and all other purposes permitted by law.
2. The Company shall have all of the powers granted to a limited liability company under the laws of the State of Florida, including, without limitation, the powers specifically enumerated in Section 608.404, Florida Statutes.
3. In furtherance of its purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a company under the laws of the State of Florida, including, without limitation, the powers specifically enumerated in Section 608.404, Florida Statutes.

**ARTICLE V
Members**

1. The initial members of the Company (the "Members") are set forth in the Company's records dated as of the date hereof.
2. Additional Members may be admitted from time to time only upon the written consent of all of the Members, and under the terms and conditions upon which such consent may be conditioned.

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ARTICLE VI
Amendment

The Members shall have the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by a written agreement among the Members and all rights conferred upon Members herein are granted subject to this reservation.

ARTICLE VII
Regulations

The power to adopt, alter, amend or repeal an Operating Agreement (Regulations) for the management of this Company shall be vested in the Members.

ARTICLE VIII
Transferability of Members' Interest

A Member's interest in the Company may be transferred only with the unanimous written consent of all the remaining Members if the transferee intends to become a Member. Subject to the terms of a written agreement among the Members, without such consent, the transferee shall not be entitled to become a Member of the Company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferrer otherwise would be entitled.

The undersigned, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, and as the Authorized Representative of the Company, does execute, file and record these Articles of Organization, and does certify that the facts herein stated are true.

DATED: This 10th day of August, 2012.


George F. Indest III, Esquire
AUTHORIZED REPRESENTATIVE & ORGANIZER

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me on this 10th day of August 2012, by George F. Indest III, who is personally known to me, acting as the Authorized Representative and Organizer of this Company.



LINDA A. RILEY
MY COMMISSION # 00 918124
EXPIRES: August 23, 2013
Bonded Free Notary Public Services


NOTARY PUBLIC-STATE OF FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF
GPS II, LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is: **GPS II, LLC.**
2. The name and the Florida street address of the registered agent are:

The Health Law Firm
1101 Douglas Avenue
Altamonte Springs, FL 32714

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.

THE HEALTH LAW FIRM

By: George F. Indest III August 10, 2012

Name: George F. Indest III
President
The Health Law Firm
1101 Douglas Avenue
Altamonte Springs, FL 32714

/Date

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CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF SEMINOLE
FLORIDA

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