

# L13000021353

(Requestor's Name)

Warchol, Merchant & Rollings, LLP  
Charles C. Jones II, Esquire  
1633 Southeast 47th Terrace  
Cape Coral, FL 33904

(City/State/Zip/Phone #)

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(Business Entity Name)

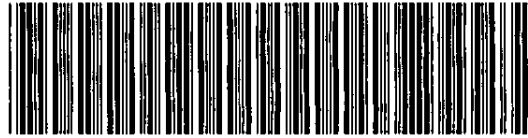
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C. LEWIS

MAR 27 2013

EXAMINER

LAW OFFICES  
**WARCHOL, MERCHANT & ROLLINGS, LLP**

A FLORIDA LIMITED LIABILITY PARTNERSHIP  
FEIN 59-2851736

MARTHA S. WARCHOL  
- WILLIAM C. MERCHANT  
Certified Circuit Court Mediator  
Court Appointed Arbitrator  
HARVEY ROLLINGS  
Certified Circuit Court Mediator  
MARK HOROWITZ, P.A.  
CHARLES C. JONES II, PA  
KATHARYN OWEN

1633 SOUTHEAST 47TH TERRACE  
CAPE CORAL, FLORIDA 33904  
OR  
POST OFFICE BOX 100767  
CAPE CORAL, FLORIDA 33910

(239) 542-0700  
FAX (239) 542-5689  
www.WMRLawoffice.com

SENDER'S E-MAIL: JONES@WMRLAWOFFICE.COM

March 5, 2013

Department of State  
Division of Corporations  
Corporate Filings  
2661 Executive Center Circle, West  
Tallahassee, Florida 32301

**Re: Amended Articles of Organization of Venus Medical Group, LLC**

Dear Secretary:

Enclosed are the original Amended Articles of Organization of Venus Medical Group, LLC, as well as a check in the amount of \$35.00 representing your filing fee. Upon receipt, please file the amended articles accordingly.

As always, we appreciate your assistance with this matter. If you have any questions regarding the foregoing, please feel free to contact me.

Very Truly Yours,



Charles C. Jones, II, Esquire

CCJ/dt  
Enclosures (as stated)

**AMENDED ARTICLES OF ORGANIZATION OF  
VENUS MEDICAL GROUP, LLC**

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Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida Limited Liability Company adopts the following Articles of Amendment to its Articles of Organization:

The Articles of Organization filed on the 8th day of February 2013, with the Document Number L13000021353 shall be amended in its entirety and the following shall take place thereof:

The undersigned certifies that, for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit, declare that the following Articles shall serve as the Charter and authority of the conduct of business of the limited liability company.

**ARTICLE I  
NAME, PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The name of the limited liability company shall be **VENUS MEDICAL GROUP SERVICES, LLC**, and its mailing address and principal office shall be located at 3501 South Tamiami Trail, Suite 306, Sarasota, Florida 34239, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II  
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and settlements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV MANAGEMENT**

The Limited Liability Company's management is reserved to its members whose names and addresses are as follows:

William Clarke  
3501 South Tamiami Trail, Suite 306  
Sarasota, Florida 34239

Rita Clarke  
3501 South Tamiami Trail, Suite 306  
Sarasota, Florida 34239

**ARTICLE V  
GENERAL MEMBERS**

The Limited Liability Company's general members who have no individual or collective authority to bind the limited liability company are as follows:

David Halpern, M.D.  
3501 South Tamiami Trail, Suite 306  
Sarasota, Florida 34239

Luis Aponte, M.D.  
3501 South Tamiami Trail, Suite 306  
Sarasota, Florida 34239

Harold Bafitis, D.O. F.A.C.O.S.  
3501 South Tamiami Trail, Suite 306  
Sarasota, Florida 34239

Gregory Bazell, M.D.  
3501 South Tamiami Trail, Suite 306  
Sarasota, Florida 34239

Sam Gershenbaum, M.D.  
3501 South Tamiami Trail, Suite 306  
Sarasota, Florida 34239

Joshua Kreithen, M.D.  
3501 South Tamiami Trail, Suite 306  
Sarasota, Florida 34239

Melinda Lacerna, M.D.  
3501 South Tamiami Trail, Suite 306  
Sarasota, Florida 34239

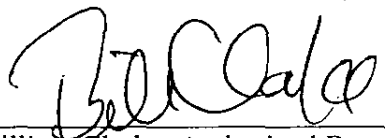
**ARTICLE VI  
DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 3501 South Tamiami Trail, Suite 306, Sarasota, Florida 34239, and the name of the company's initial registered agent at that address is William Clarke.

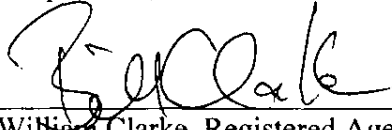
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization on behalf of the Company this 25<sup>th</sup> day of February, 2013.

  
\_\_\_\_\_  
William Clarke, Authorized Representative

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MAR 14 2013  
AM 11:26  
CLERK OF CIRCUIT COURT  
SARASOTA COUNTY, FLORIDA

In accordance with Florida Statute Section 608.408(3), the execution of this document constitutes affirmation under the penalties of perjury that the facts herein are true.

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.



William Clarke, Registered Agent

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