

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0191 FAX

800-342-8086



L9500 0000406
RECEIVED
95 MAY 24 AM 11:44
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 604211 6401A

AUTHORIZATION :

Patricia Pyzls

COST LIMIT : \$ 337.50

ORDER DATE : May 24, 1995

ORDER TIME : 9:35 AM

ORDER NO. : 604211

CUSTOMER NO: 6401A

5100001-4978-46

CUSTOMER: Joshua Bennett, Esq
SCHANTZ SCHATZMAN
& AARONSON, P.A.
Suite 1050
200 South Biscayne Boulevard
Miami, FL 33131-2394

DOMESTIC FILING

NAME: NOAH'S ANIMAL HOSPITAL
MANAGEMENT, LLC

FILED
95 MAY 24 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF ORGANIZATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS: _____

1124, 1146

W95-10925



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 24, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: NOAH'S ANIMAL HOSPITAL MANAGEMENT, LLC
Ref. Number: W95000010925

Please give the 24th's file date

We have received your document for NOAH'S ANIMAL HOSPITAL MANAGEMENT, LLC and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The name of a Limited Liability Company must end with the words "limited company", or their abbreviation "L.C." "L.L.C." is not an acceptable suffix in the state of Florida. Please note the periods as punctuation must be included in the suffix.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The articles of organization must be prepared in compliance with section 608.407, Florida Statutes. Please refer to this section of the law.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 795A00026423

RECEIVED
SECRETARY OF STATE
MAY 25 1995

ARTICLES OF ORGANIZATION

- OF -

NOAH'S ANIMAL HOSPITAL MANAGEMENT, L.C.

FILED
95 MAY 24 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company in compliance with Section 608.407 of the Florida Statutes, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of this limited liability company is **NOAH'S ANIMAL HOSPITAL MANAGEMENT, L.C.**

ARTICLE II - DURATION

This limited liability company shall exist until May 7, 2023 at which time this limited liability company shall terminate and cease to exist.

ARTICLE III - PURPOSE

This limited liability company is organized for the purposes of engaging in any lawful activities or lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This limited liability company is authorized to issue 1,000 shares of common stock without nominal or par value which shall be designated "Common Shares." The consideration to be paid for each share shall be fixed by the members.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND BUSINESS AND MAILING AND STREET ADDRESS
OF THE LIMITED LIABILITY COMPANY**

The street address of the initial registered office of the limited liability company is Schantz, Schatzman, Aaronson & Cahan, P.A., Suite 1050, First Union Financial Center, Miami, Florida 33131-2394, and the name of the initial registered agent of the limited liability company at that address is **RICHARD J. ALAN CAHAN**. The principal business office, mailing and street address of this limited liability company shall be 901 N.E. 167th Street, North Miami Beach, Florida 33431.

ARTICLE VI - ORGANIZER

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
RICHARD J. ALAN CAHAN	c/o Schantz, Schatzman, Aaronson & Cahan, P.A. Suite 1050, First Union Financial Ctr. 200 South Biscayne Boulevard Miami, Florida 33131-2394

ARTICLE VII - MANAGEMENT

This limited liability company shall be managed by the following managers who are to serve as such until their successors are elected and qualified. Either manager can make decisions on behalf of the Company. The initial managers' names and addresses are as follows:

<u>Manager Name</u>	<u>Address</u>
(1) ALAN DORNE, as Custodian for Danielle Granati, Seth Dorne, and Leslie Dorne, all Minors, under the Uniform Gift for Minors Act	12000 Biscayne Boulevard, Suite 108 Miami, Florida 33181
(2) MANUEL TARACIDO, General Partner of the Taracido Family Limited Partnership, a Florida limited partnership	270 South Hibiscus Drive Miami Beach, Florida 33139

ARTICLE VIII - CASH CONTRIBUTED TO THE COMPANY

The total amount of cash contributed to the company by the members is:

<u>Name of Cash Contributing Member</u>	<u>Amount</u>
(1) ALAN DORNE, as Custodian for Danielle Granati, Seth Dorne, and Leslie Dorne, all Minors, under the Uniform Gift for Minors Act	\$ 10,000.00
(2) MANUEL TARACIDO, General Partner of the Taracido Family Limited Partnership, a Florida limited partnership	\$ 10,000.00
(3) ISADORE SCHWARTZ	\$ 10,000.00
(4) KRASNOW FAMILY TRUST, Maurice Krasnow and Dolores O. Cipparone, Trustees	\$ 10,000.00
(5) MARCI GUTTMAN, not individually, but as Custodian for Lauren S. Guttman and Ilana C. Guttman, under the Uniform Gift for Minors Act	\$ 10,000.00

ARTICLE IX - OTHER PROPERTY CONTRIBUTED TO THE COMPANY

There shall be no additional property contributed to the limited liability company by the members.

ARTICLE X - REGULATIONS

The power to adopt, alter, amend or repeal regulations shall be vested with the members.

ARTICLE XI - POWERS

The limited liability company shall have all of the limited liability company powers enumerated in the Florida Limited Liability Companies Act.

ARTICLE XII - INDEMNIFICATION

The limited liability company shall indemnify its members to the full extent permitted by law.

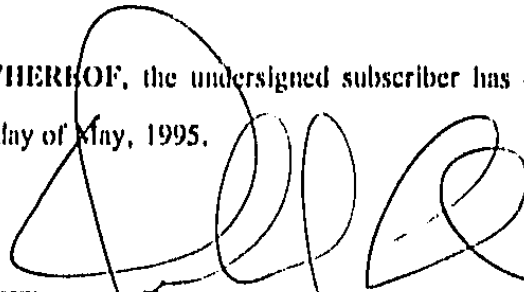
ARTICLE XIII - AMENDMENT

The limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization or amendment thereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XIV - ADDITIONAL MEMBERS

The limited liability company reserves the right to admit additional members.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization this 23rd day of May, 1995.

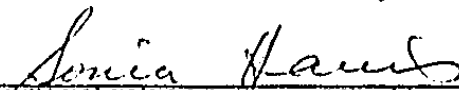


RICHARD J. ALAN CAHAN

STATE OF FLORIDA)
):SS.:
COUNTY OF DADE)

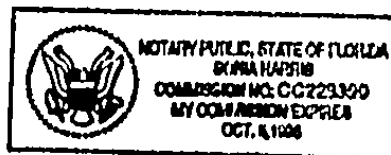
BEFORE ME, the undersigned authority, personally appeared RICHARD J. ALAN CAHAN, to me well known, and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 23rd, day of May, 1995.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of NOAH ANIMAL HOSPITAL MANAGEMENT, L.C., deposes and says:

1. The above-named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$50,000.00.
3. There is no other property other than cash contributed by the members.
4. The total amount of cash or property anticipated to be contributed by the members is \$50,000.00. This total includes amounts from 2 and 3 above.



ALAN DORNE, Manager and Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DESIGNATION OF RESIDENT AGENT

FILED

Certificate Designating Place of Business or Domicile for the Service of Process May Be Served.
Within this State, Naming Agent Upon Whom Process May Be Served.

(Attached to the Articles of Organization
NOAH'S ANIMAL HOSPITAL MANAGEMENT, L.C.
and Made a Part Thereof)

Pursuant to Chapters 48.091 and 608.415, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Organization of said limited liability company to which this document is attached:

THAT, NOAH'S ANIMAL HOSPITAL MANAGEMENT, L.C., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization in the City of Miami, County of Dade, State of Florida, has named **RICHARD J. ALAN CAHAN**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



RICHARD J. ALAN CAHAN, Resident Agent

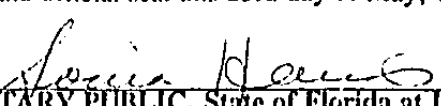
STATE OF FLORIDA)

COUNTY OF DADE)

:SS.:
)

BEFORE ME, the undersigned authority, personally appeared **RICHARD J. ALAN CAHAN**, to me well known, and known to me to be the individual described in and who executed the foregoing acceptance as subscriber thereto.

WITNESS my hand and official seal this 23rd day of May, 1995.



NOTARY PUBLIC, State of Florida at Large
My Commission Expires:

g:\elpert\misc\artorg.noah

