

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: ADVANCED Medical
Procedures, L.L.C.

C.C. FEE. DISBURSED

☒ Capital Express™
☐ Art. of Inc. File _____
☐ Corp. Record Search _____
☐ Ltd. Partnership File _____
☒ Foreign Corp. File _____
☐ () Cert. Copy(s) _____

☐ Art. of Amend. File _____
☐ Dissolution/Withdrawal _____
☐ C U S- _____
☐ Fictitious Name File _____

☐ Name Reservation _____
☐ Annual Report/Reinstatement _____
☐ Reg. Agent Service _____
☐ Document Filing _____

☐ Corporate KII _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ Document Retrieval _____

☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ File No.'s, _____ Copies _____
☐ Courier Service _____
☐ Shipping/Handling _____
☐ Phone () _____
☐ Top Priority _____
☐ Express Mail Prep. _____
☐ FAX () _____ pgs. _____

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
DATE 1/26
TIME 12:00 CK No. _____
BY CD

WALK-IN
Will Pick Up _____

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
ADVANCED MEDICAL PROCEDURES, L.L.C.**

FILED

96 JAN 26 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: Advanced Medical Procedures, L.L.C.

ARTICLE II

Commencement Date and Duration

This Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409(3)(a) of the Act, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members or managers in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of the remaining members holding a majority in interest (51%) of the Units of ownership in the Company;
3. Written consent of the members owning a majority in interest (51%) of the Company;
4. Unanimous written consent of all of the managers; and
5. The sale of all or a significant portion of the assets of the Company in any one transaction or a series of transactions.

ARTICLE III

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including without limitation, the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with providing medical services and procedures and all such other activities incidental or useful to the foregoing.

ARTICLE IV

Place of Business

The principal place of business of this Company shall be 1806 Mariner Drive, Tarpon Springs, Florida 34689, and such other place or places as may be designated by the managers from time to time.

ARTICLE V

Registered Agent and Office

The initial registered agent for this Company shall be Stan Watson, and the address of the registered agent for service of process shall be 1806 Mariner Drive, Tarpon Springs, Florida 34689.

ARTICLE VI

Capital Contributions

a. **Initial Capital.** The initial capital of this Company shall consist of the sum of cash of Ten Thousand Five Hundred Dollars (\$10,500).

b. **Additional Capital Contributions.** Additional capital contributions, if any, shall be made by the members and at the times as determined by the manager(s) in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

c. **Return of Capital.** The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act. A member shall be entitled to a return of his capital contribution by consent of all members.

ARTICLE VII
Admission of Members

The initial capitalization of the Company shall consist of 750,000 investment interests which may be issued by the Managers to Members in accordance with the provisions of the Operating Agreement and Regulations and the Act. The authorization of additional interests greater than the original 750,000 authorized interests shall require the consent of members holding a majority in interest (51%) of the then outstanding interests.

ARTICLE VIII
Continuation of Business

The members may, by the written consent of the members holding a majority in interest (i.e. 51%), continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX
Management of Business

The management of this Company shall be vested entirely in its managers. The Company may have up to five (5) managers as elected by the members. The name and address of its initial sole manager who shall serve until the first annual meeting of members or until his successor is duly elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Stan Watson	1806 Mariner Drive Tarpon Springs, Florida 34689

The manager(s) shall be elected by the members of this Company at its annual meeting each year by members having among them at least 51% of the membership interests of all members as set forth in the Operating Agreement and Regulations.

ARTICLE X
Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI

Property

a. Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

b. Title. The title to all property of the Company shall be held in the name of this Company.

c. Conveyances. The manager(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by a majority of the managers if there is more than one. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf as manager. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

ADVANCED MEDICAL PROCEDURES, L.L.C.

By: Stan Watson, as Manager and President

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XII

Amendments

Articles of Organization, except with respect to vested rights of the members, may be amended at any time either by (a) vote by a majority in interest of its members, or (b) vote of a majority of its managers; and such amendments shall be filed with the Florida Department of State in accordance with the provision of Section 608.411 of the Act.

ARTICLE XIII
Regulations

The managers are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

ARTICLE XIV
Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of this Company except by its managers and no member is authorized or empowered to contract debts or incur liabilities on behalf of this Company unless such member is also a manager.

IN WITNESS WHEREOF, the undersigned organizer of Advanced Medical Procedures, L.L.C. has executed these Articles of Organization this 25TH day of January, 1996.

ADVANCED MEDICAL
PROCEDURES, L.L.C.

By: Stan Watson
Stan Watson
Manager and President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 24th day of January, 1996, by STAN WATSON, as a member of ADVANCED MEDICAL PROCEDURES, L.L.C., a Florida limited liability company. Said individual is personally known to me ~~or~~ has produced _____ (type of identification) as identification.

Patricia D. Graf
Print Name: PATRICIA D. GRAF
My Commission Expires:



PATRICIA D. GRAF
MY COMMISSION # CC468731 EXPIRES
June 1, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

96 JAN 26 AM 10: 57

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated herein, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Stan Watson

Stan Watson

DATED: JANUARY 25, 1996

FILED

96 JAN 26 AM 10:57

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority personally appeared **STAN WATSON**, a member of **ADVANCED MEDICAL PROCEDURES, L.L.C.**, a Florida limited liability company, who upon being duly sworn, certified as follows:

1. Advanced Medical Procedures, L.L.C. currently has 4 members.
2. The amount of current and anticipated capital contributions made by the members to Advanced Medical Procedures, L.L.C., in the aggregate is Three Hundred Seventy-Five Thousand Dollars (\$375,000).

**ADVANCED MEDICAL
PROCEDURES, L.L.C.**

By: _____

Stan Watson, Manager

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 25th day of January, 1996, by **STAN WATSON**, as a member of **ADVANCED MEDICAL PROCEDURES, L.L.C.**, a Florida limited liability company. Said individual is personally known to me, ~~or~~ has produced _____ (type of identification) as identification.

Patricia D. Graf
Print Name: PATRICIA D. GRAF
My Commission Expires: _____



PATRICIA D. GRAF
MY COMMISSION # CC460731 EXPIRES
JUNE 1, 1999
BONDED THRU TROY FARM INSURANCE, INC.

L 96000000120

REBECCA HENSON ALLORD
R. D. ARMSTRONG III
BRUCE W. BARNES
JOHN T. BLAKELY
BRUCE H. BOKOR
GUY M. BURNS
MICHAEL T. CRONIN
DUANE A. DAIKER

ELIZABETH J. DANIELS
LISA B. DODDIE
MARION HALJE
JAMES W. HUSMANN
SCOTT C. ILGENFRITZ
FRANK R. JAKES
TIMOTHY A. JOHNSON, JR.
SHARON E. KRICK

KOGER A. LARSON
JOHN R. LAWSON, JR.*
MICHAEL G. LITTLE
MICHAEL C. MARKHAM
STEPHANIE T. MARQUARDT
DAVID J. OTTINGER
P. WALLACE POPE, JR.
DARRYL R. RICHARDS

DENNIS G. RUPPEL*
CHARLES A. SAMARKOS
JOHN A. SCHAEFER
PHILIP M. SHASTER
CHARLES M. TATTELBAUM
JOAN M. VECCHIOLI
ANTHONY P. ZINCH
JULIUS J. ZSCHAU

*OF COUNSEL

PLEASE REPLY TO CLEARWATER

FILE NO 37082.94654

February 20, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Advanced Medical Procedures, L.L.C. - Document No. L96000000120

Dear Sir or Madam:

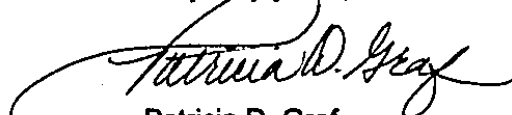
Please correct the business address of the referenced Limited Liability Company as follows:

Advanced Medical Procedures, L.L.C.
1806 Mariner Drive, #313
Tarpon Springs, FL 34689.

Also, please add #313 to the address of the registered office of the corporation. The balance of the address as submitted is correct.

All other information concerning the Limited Liability Company remains the same as originally filed.

Very truly yours,



Patricia D. Graf
Legal Assistant

CLEARWATER OFFICE
911 CHESTNUT STREET
POST OFFICE BOX 1368
CLEARWATER, FLORIDA 34617-1368
TELEPHONE: (813) 461-1818
FACSIMILE: (813) 441-4617

TAMPA OFFICE
100 NORTH TAMPA STREET
SUITE 1800
POST OFFICE BOX 1100
TAMPA, FLORIDA 33601-1100
TELEPHONE: (813) 225-2500
FACSIMILE: (813) 225-7118

mtu
2-22-96

L96000000120

GARDNER, WILKES, SHAHEEN & CANDELORA

ATTORNEYS AT LAW

JOSHUA E. BURNETT
RICHARD CANDELORA
MERRITT A. GARDNER
ANTHONY T. LEON
MICHAEL A. PETERS
L. JOSEPH SHAHEEN, JR.
TED R. TAMARGO
KEVIN J. WILCOX
RICHARD B. WILKES

2850 SUNTRUST FINANCIAL CENTRE
401 EAST JACKSON STREET
TAMPA, FLORIDA 33602

TELEPHONE (813) 221-8000
TELEFAX (813) 226-1897

MAILING ADDRESS:
POST OFFICE BOX 1810
TAMPA, FLORIDA 33601-1810

July 22, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
97 JUL 23 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Change of a Registered Agent and Registered Office
for a Limited Liability Company
Advanced Medical Procedures, L.L.C.
Our File No. 97-0517

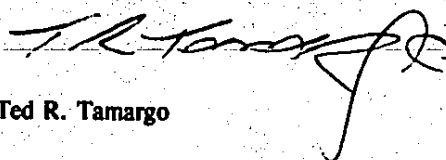
100002246331--8
-07/24/97--01027--017
*****35.00 *****35.00

Dear Sir or Madam:

I enclose for filing an original and one copy of the Change of Registered Agent and Registered Office for the above referenced limited liability company (together with the Acceptance of Appointment as Agent). I also enclose with this letter this firm's check in the amount of \$35.00 made payable to the Department of State to cover the prescribed fee for filing this document. Please file the original document, mark the enclosed copy with the date of filing, and return the copy to me in the enclosed self-addressed, postage prepaid envelope.

If you require anything further, please contact me. Thank you for your assistance.

Sincerely,



Ted R. Tamargo

TRT/ha
Enclosures

R/Tchy
PREG
7/30

Department of State
July 22, 1997
page 2

bcc: Ms. Sandy Ortiz (w/o encl.)
Richard Benjamin Wilkes, Esquire (w/o encl.)

**ADVANCED MEDICAL PROCEDURES, L.L.C.
CHANGE OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to Florida Statutes §608.416, the above named limited liability company hereby requests that the following change in registered agent and registered office be made:

Name of current
registered agent:

Stan Watson

Address of current
registered office:

1806 Mariner Drive
Tarpon Springs, Florida 34689

Name of successor
registered agent:

Richard Benjamin Wilkes

Address of new
registered office:

2650 SunTrust Financial Centre
401 East Jackson Street
Tampa, Florida 33602

FILED
97 JUL 23 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In connection with the above changes, the company states that:

- (i) The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
- (ii) The above changes were authorized by the affirmative vote of a majority of the Members of Advanced Medical Procedures, L.L.C.

DATED this 3rd day of July 1997.

ADVANCED MEDICAL PROCEDURES, L.L.C.

By: 

Gary M. Onik, M.D., Member

ADVANCED MEDICAL PROCEDURES, L.L.C.
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

RICHARD BENJAMIN WILKES having been named as registered agent to accept service of process for ADVANCED MEDICAL PROCEDURES, L.L.C., a Florida limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

2650 SunTrust Financial Centre
401 East Jackson Street
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 22nd day of July, 1997.


RICHARD BENJAMIN WILKES

FILED
97 JUL 23 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA