

L96000000/88

ICE
MILLER
DONADIO
& RYAN

February 9, 1996

(317) 236-2139
Internet:snively@imdr.com

VIA FEDERAL EXPRESS

Florida Secretary of State
Corporate Division
2001 Capitol Building
409 East Gaines Street
Tallahassee, Florida 32399

400001713454
-02/13/96--01084--006
*****250.00 *****250.00
500001720305
-02/21/96--01040--017
*****35.00 *****35.00

RE: The Male Clinic, LC

Dear Secretary of State:

Enclosed for filing please find an original and two copies of an Affidavit of Membership and Contributions and Articles of Organization for The Male Clinic LC. Also enclosed is our check in the amount of \$250 for the filing fees. Please return to me file-stamped copies in the enclosed envelope. If you have any questions or anything further, please do not hesitate to contact me at the direct dial number above.

Very truly yours,

ICE MILLER DONADIO & RYAN

Beth
Beth Snively
Paralegal

250.00
285.00
BS/rd
Enclosures
cc: Mr. Steven K. Humke (w/enc)

86.5, 1130, 671
w96-2608
B: REGISTERED FEB 16 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 12 AM 8:20

FILED

337140.1

With offices in Indianapolis and South Bend

One American Square • Box 82001 • Indianapolis, Indiana 46282-0002 • (317) 236-2100 • FAX (317) 236-2219
211 West Washington • Suite 2-120 • South Bend, Indiana 46601-1785 • (219) 234-7933 • FAX (219) 234-7965



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 16, 1996

BETH SNIVELY, PARALEGAL
ONE AMERICAN SQUARE
BOX 82001
INDIANAPOLIS, IN 46282-0002

SUBJECT: THE MALE CLINIC, LC
Ref. Number: W96000003608

We have received your document for THE MALE CLINIC, LC and your check(s) totaling \$250.00. However, the document has not been filed and is being retained in this office for the following:

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 296A00006910

**ICE
MILLER
DONADIO
& RYAN**

February 16, 1996

(317) 236-2139
internationively@imdr.com

VIA OVERNIGHT DELIVERY

Ms. Beth Register
Florida Secretary of State
Corporate Division
2001 Capitol Building
409 East Gaines Street
Tallahassee, Florida 32399

RE: The Male Clinic, LC

Dear Beth:

Pursuant to our telephone conversation of today, enclosed you will find a check in the amount of \$35.00 for the registered agent fee in Florida. Also, I am enclosing a return overnight pack for you to use in returning the file-stamped documents to me.

If you have any questions or need anything further, please do not hesitate to contact me at the direct dial number above.

Very truly yours,

ICE MILLER DONADIO & RYAN



Beth Snively
Paralegal

BS/rd
Enclosures

340151.1

With offices in Indianapolis and South Bend

One American Square • Box 82001 • Indianapolis, Indiana 46282-0002 • (317) 236-2100 • FAX (317) 236-2219
211 West Washington • Suite 2420 • South Bend, Indiana 46601-1785 • (219) 234-7933 • FAX (219) 234-7965

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:

The Male Clinic, LC

ARTICLE II - Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is/are:

**12 South Pine Circle
Bel Aire, Florida 34616**

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be:

January 1, 2035 unless earlier terminated as a result of either (a) the consent of the members to dissolve the Limited Liability Company or (b) the death, insanity, bankruptcy, retirement, resignation or dissolution of a member unless a majority of the remaining members elect to continue the Limited Liability Company.

ARTICLE IV - Management

(check and complete the appropriate statement)

/x/ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

- 1. Names of Managers: Jeffrey DeVille, Don Sprague and Mykael DeVille**
- 2. Address: See address for principal office, provided above.**

// The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

**FILED
96 FEB 12 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

**Jeffrey DeVille
12 South Pine Circle
Bel Aire, Florida 34616**

ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company is:

**Jeffrey DeVille
12 South Pine Circle
Bel Aire, Florida 34616**

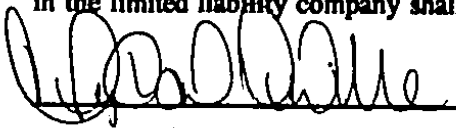
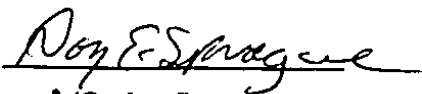
***ARTICLE VII - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

N/A

***ARTICLE VIII - Members' Rights to Continue Business**

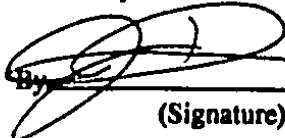
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:


Jeffrey DeVille, Managing Member
* (Optional)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.

Jeffrey DeVille



(Signature)

Jeffrey A. DeVille
Jeffrey DeVille

2-3-96

(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of The
male Clinic, LC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 40,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ — . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 40,000 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a 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.)

* Jeffrey A. D'O. He

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96 FEB 12 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE: \$ 250 for Articles of Organization and Affidavit

L96000000188

KAY, PANZL & LATHAM, L.L.P.

ATTORNEYS AT LAW

390 NORTH ORANGE AVENUE, SUITE 600

ORLANDO, FLORIDA 32801

TELEPHONE: (407) 481-5800

FACSIMILE: (407) 481-5801

Post Office Box 3353
ORLANDO, FLORIDA 32802

August 22, 1996

State of Florida, Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300001930543
-08/23/96--01034--016
****105.00 ****105.00

Re: The Male Clinic, L.C. - Dissolution

Dear Madam or Sir:

Enclosed please find an original and one copy of the Articles of Dissolution for filing with regard to The Male Clinic, L.C. Also enclosed is a check in the amount of \$105.00 to cover the filing and certified copy fees for the above-referenced matter. Please return the certified copy to my attention at the above address.

Thank you for your assistance in this matter. If you have any questions, please contact me.

Very truly yours,

Diane L. Crivello

Diane L. Crivello

Legal Assistant to R. Scott Shuker, Esq.

:dlc
Enclosures
maleclinic@file.fo

Diss
SH 8/28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG 23 PM 2:38

FILED

**ARTICLES OF DISSOLUTION
OF
THE MALE CLINIC, L.C.**

Pursuant to §608.441 of the Florida Limited Liability Company, the undersigned hereby submits these Articles of Dissolution of The Male Clinic, L.C., a Florida limited liability company (the "Company"), for filing.

ARTICLE I

The name of the Company is The Male Clinic, L.C.

ARTICLE II

The dissolution of the Company was authorized by written consent of all of the members of the Company, pursuant to §608.441 of the Florida Limited Liability Company, and effective as of the 15 day of August, 1996. The dissolution shall be accomplished in accordance with the Plan of Dissolution attached hereto as **Exhibit "1"** and incorporated herein by reference.

ARTICLE III

The number of votes cast in favor of dissolving the Company was sufficient for approving a dissolution of the Company.

Executed this 15 day of August, 1996.



Jeffrey A. DeVille, Managing Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT 1

PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION

(1) The Company elects to wind up its affairs, dissolve, and be completely liquidated in accordance with §§608.4421(10) and 608.441 of the Florida Limited Liability Company Act, §331 of the Internal Revenue Code of 1986, as amended, and this Plan of Dissolution and Complete Liquidation (the "Plan").

(2) The Company shall not hereafter engage in any business activities, except for the purpose of preserving the value of its assets, winding up its affairs, and distributing its assets in accordance with the Plan. The current managers, and, at the pleasure of the members, the current managing member now in office, shall continue in such positions solely for these purposes.

(3) The managing member of the Company is authorized, at his discretion, to sell any or all of the assets and properties of the Company for such consideration and upon such terms and conditions as he may determine.

(4) After paying or making provision for all liabilities and obligations of the Company, the managing member of the Company shall distribute to the members of the Company, in cash or in kind, or partly in cash and partly in kind, all remaining assets of the Company in proportion to each respective member's ownership interest in the Company.

(5) The distribution in complete liquidation shall be in payment and exchange for, and in complete cancellation of, all of the issued and outstanding interests in the Company, and all of the members shall surrender their interests in the Company for formal cancellation upon receipt of the final distribution made hereunder (other than final distribution made from any contingent liability account established in the discretion of the officers of the Company).

(6) The managing member of the Company shall file with the Florida Department of State Articles of Dissolution at such time as he may deem appropriate, but not later than August 30, 1996.

(7) The managing member of the Company is authorized and empowered to execute and file all instruments, documents, papers, tax returns, and reports, and to do any and all other things, and take any and all other actions that he may deem necessary or desirable in order to carry out the purposes and intents of this Plan.

CERTIFICATE

The undersigned, **Jeffrey A. DeVille**, does hereby certify that he is the duly-elected, qualified, and acting Managing Member of **THE MALE CLINIC, L.C.**, a Florida limited liability company (the "Company"), and that on the 15 day of August, 1996, the Plan of Dissolution and Complete Liquidation in the form attached hereto as **Exhibit 1** was duly adopted and approved by written consent of all the members of the Company, in accordance with Florida law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 15 day of August, 1996.



Jeffrey A. DeVille, Managing Member