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MARKS, GRAY, CONROY & GIBBS

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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COURTNEY K. GRIMM
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JAMES A. HOENER

OF COUNSEL
RANDAL C. FAIRBANKS

RICHARD P. MARKS (1976-1942)
SAM N. MARKS (1986-1973)
HARRY T. GRAY (1980-1978)
FRANCIS P. CONROY, II (1918-1991)
DELBURGE L. GIBBS (1917-1992)

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TELEPHONE (904) 398-0900
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February 14, 1996

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

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-02/16/96--01035--001
****337.50 ****337.50

Re: MEP, L.C.


Dear Sir/Madam:

I am enclosing for filing the Articles of Organization and Certificate of Acceptance Designation of Registered Agent of MEP, L.C., relative to the above-referenced matter. Also enclosed is the check, in the amount of \$337.50, representing the filing fee.

We would appreciate your filing these documents and returning the certified/receipt stamped copies by regular mail to us at your earliest convenience.

Please contact our office should you have any questions or concerns. Thank you for your assistance and prompt response.

Very truly yours,


Jeane Dempsey
Paralegal

/jd
Enclosures

Same people
have A22651
Ltd partnership
with same name

ST
2/21

FILED
95 FEB 16 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARKS, GRAY, CONROY & GIBBS
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HARRY T. GRAY (1980-1978)
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DELBRIE L. GIBBS (1987-1988)

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February 21, 1996

SENT VIA FAX TRANSMITTAL (904) 487-6013

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

ATTN: Bobbi

Re: MEP, L.C.

Dear Bobbi:

Please be advised that our client MEP, Ltd., is associated with and has consented to the use of the name MEP L.C. by the limited liability company. We ask that you please file The Articles of Organization and Certificate of Acceptance of Designation of Registered Agent of MEP, L.C.

We would appreciate your office returning the certified/receipt stamped copies by regular mail to us at your earliest convenience.

Please contact our office should you have any additional questions or concerns. Thank you for your assistance and prompt response.

Very truly yours,


William L. Thompson, Jr.

/jd

**ARTICLES OF ORGANIZATION
OF
MEP, L.C.**

FILED
96 FEB 16 PM 3:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be MEP, L.C. ("Company"). The principal place of business of the Company in Florida shall be 4651 Salisbury Road, Suite 155, Jacksonville, FL 32256.

ARTICLE II

DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 30, 2025, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III

PURPOSES AND POWERS

The general purpose for which the Company is organized is to operate medical related businesses and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE OF THE COMPANY

The principal office of the business of the Company shall be 4651 Salisbury Road, Suite 155, Jacksonville, Florida 32256. The members may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are Brett J. Lewis, 4651 Salisbury Road, Suite 155, Jacksonville, FL 32256.

ARTICLE VI

CAPITAL CONTRIBUTIONS

The capital contributions of a member of the Company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. A promise by a member to contribute to the capital of the Company shall not be enforceable unless it is set out in writing and signed by the member.

ARTICLE VII

CONTINUATION OF BUSINESS

The members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of a member in the Company upon the written consent of all remaining members, as long as there remain at all times at least two members of the Company. The regulations of the Company may provide for the automatic transfer of a member's interest in the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of such member or the occurrence of any other event that terminates the continued membership of such member in the Company; and, upon such transfer, the transferee of such member's interest in the Company may constitute a member for purposes of determining the number of members of the Company.

ARTICLE VIII

ADMISSION OF NEW MEMBERS

The administrative member will have the authority as set forth in the regulations of the Company to admit a specified number of new members to the Company. The Advisory Board of the Company, if elected, will have the right to admit new members to the Company as set forth in the regulations of the Company. Except as set forth in the regulations of the Company, no additional members shall be admitted to the Company except with the unanimous written

consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his, her or its interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX

TERMINATION OF EXISTENCE

The Company shall be dissolved (i) when the period fixed for the duration of the Company expires, (ii) upon the unanimous written agreement of all members, (iii) upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of a majority the Advisory Board, if elected, or if an Advisory Board is not elected a majority of the remaining members, or (iv) the Company has fewer than two remaining members.

ARTICLE X

MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. Members shall manage the business of the Company in proportion to capital contributions or otherwise as set forth in the regulations of the Company. An Advisory Board of not more than eleven (11) members, if established as provided in the regulations of the Company, will have authority to manage the business of the Company between meetings of the members and otherwise as provided in the regulations of the Company, and any third party may rely on actions taken or items authorized by the Advisory Board as having been authorized by the members. In addition, the day-to-day business of the Company will be managed by an administrative member as set forth in the regulations of the Company, and any third party can rely on the authority of the administrative member to act on behalf of the Company without limitation unless such third party has actual knowledge to the contrary. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

Name

Address

Medical Equities Partners, Ltd.

4651 Salisbury Road, Suite 155
Jacksonville, FL 32256

Medical Equities Partners, Inc.

4651 Salisbury Road, Suite 155
Jacksonville, FL 32256

Medical Equities Partners, Inc., is the administrative member of the Company.

ARTICLE XI

REGULATIONS

The members of the Company shall adopt regulations for the operation of the Company and to define the rights and obligations of the members of the Company. The regulations shall be adopted by all then existing members of the Company, and all subsequent members of the Company shall be bound by and subject to the regulations. The regulations may be amended by a written agreement executed by the administrative partner and a majority of the members of the Company, as set forth in the regulations. In addition, the administrative member may amend the regulations without the consent of members of the Company in circumstances specified in the regulations.

ARTICLE XII

AMENDMENT

The administrative member or, if there is no administrative member, the members of the Company shall amend these Articles of Organization when there is a change in the name of the Company, there is a false or erroneous statement in these Articles of Organization, there is a change in the time as stated in these Articles of Organization for the dissolution of the Company or the members desire to make a change in any other statement in these Articles of Organization in order for it to accurately represent the agreement between the members. If the Articles of Organization are amended to accurately represent the agreement between members, such amendment shall be adopted by a majority of the membership interest of the members of the Company based upon each members pro rata share of capital contributions of all members. The execution of an amendment to these Articles of Organization by the administrative member of the Company shall be conclusive evidence that the amendment has been properly authorized by the members.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Jacksonville, Florida, for the foregoing uses and purposes this 13th day of February, 1996.

MEDICAL EQUITIES PARTNERS, INC.

BY:

Brett Lewis, President

MEDICAL EQUITIES PARTNERS, LTD.

BY: Medical Equities Partners, Inc.,
general partner

BY:

Brett Lewis, President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 13th day of February, 1996, by Brett J. Lewis, President of Medical Equities Partners, Inc., a member of MEP, L.C., and as organizer of the above-named limited liability company, on behalf of the corporation. Each of such organizer is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

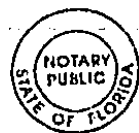
sign Linda Denise McAuslin

print Linda Denise McAuslin

My Commission No. CC259923

State of Florida at Large (Seal)

My Commission Expires: 2/1/97



LINDA DENISE MCAUSLIN
My Comm Exp. 2/01/97
Bonded By Service Ins
No. CC259923
☒ Personally Known ☐ Not Known

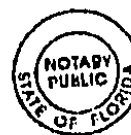
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 13th day of February, 1996, by Brett J. Lewis, President of Medical Equities Partners, Inc., a Florida corporation, general partner of Medical Equities Partners, Ltd., a Florida limited partnership, a member of MEP, L.C., and as organizer of the above-named limited liability company, on behalf of the corporation. Each of such organizer is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

sign Linda Denise McAuslin

print Linda Denise McAuslin
My Commission No. CC259923
State of Florida at Large (Seal)
My Commission Expires: 2/1/97




LINDA DENISE MCAUSLIN
My Comm Exp. 2/01/97
Bonded by Service Ins
No. CC259923
☒ Personally Known ☐ Other I.D.

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
MEP, L.C.

FILED
96 FEB 16 PM 3:27
SECRETARY OF STATE
TALLAHASSEE

Pursuant to Sections 48.091 and 608.415, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon MEP, L.C., a limited liability company organized under the laws of the State of Florida, is familiar with the obligations of a registered agent under the laws of the State of Florida and does hereby accept the appointment as such Registered Agent for the above-named limited liability company, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said limited liability company, which Registered Office is located at 4651 Salisbury Road, Suite 155, Jacksonville, Florida 32256.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 13th day of February, 1996.



Brett J. Lewis (SEAL)
Registered Agent

STATE OF FLORIDA
COUNTY OF DUVAL

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF MEP, L.C.

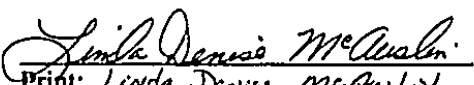
Before me, the undersigned authority, personally appeared Brett J. Lewis, President of Medical Equities Partners, Inc., a member of MEP, L.C. (the "Company"), who being by me first duly sworn, deposes and says:

1. That the Company has executed Articles of Organization under Chapter 608, Florida Statutes, seeking organization as a limited liability company.
2. That the Company has at least two members.
3. The members have made capital contributions to the Company in the amount of \$303,000.00 in property other than cash.
4. It is anticipated that the members will contribute up to an additional \$300,000.00 of capital to the Company.


Brett J. Lewis, President
Medical Equities Partners, Inc.

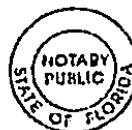
STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this 13th day of February, 1996, by Brett J. Lewis.


Print: Linda Denise McAuslin
Notary Public, State of Florida
My Commission expires: 2/1/97
Commission No.: CC259923

(SEAL)

Personally Known ✓
Produced Identification
Type:



LINDA DENISE MCAUSLIN
My Comm Exp. 2/01/97
Bonded By Service Ins
No. CC259923
Personally Known || Other L.D.