

LA7000000039



ACCOUNT NO. : 072100000032

REFERENCE : 214231 4363895

AUTHORIZATION :

COST LIMIT : \$ PED

ORDER DATE : January 8, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 214231-005

CUSTOMER NO: 4363895

000002052450--0
-01/09/97--01056--002
****337.50 ****337.50

CUSTOMER: J. Doyle Tumbleson, Esq
KINSEY VINCENT PYLE, P.A.

150 South Palmetto Avenue

Daytona Beach, FL 32014

DOMESTIC FILING

NAME: ASTHMA AND ALLERGY
SPECIALISTS, L.C.

EFFECTIVE DATE:

EFFECTIVE DATE
Jan 1, 1997

XX LIMITED LIABILITY COMPANY
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

FILED
97 JAN -8 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN -8 AM 10:41
DIVISION OF CORPORATION
RWC 1/8/97

ARTICLES OF ORGANIZATION

OF

ASTHMA AND ALLERGY SPECIALISTS, L.C.
A Florida Limited Liability Company

FILED

97 JAN -8 PM 12:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled The Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company.

ARTICLE I
NAME

EFFECTIVE DATE
Jan 1, 1997

The name of the Company is Asthma and Allergy Specialists, L.C.

ARTICLE II
PURPOSE

The Company is being formed to engage in any activities or business permitted for this Company under the laws of the State of Florida.

ARTICLE III
EXISTENCE AND DURATION

These Articles of Organization shall become effective on January 1, 1997, provided these Articles are filed by the Department of State within five (5) days of their signing and acknowledgement. If not, these Articles shall become effective upon the date they are filed by the Department of State. The Company shall exist in perpetuity, unless dissolved pursuant to the provisions of §608.441, Florida Statutes.

**ARTICLE IV
PRINCIPAL OFFICE**

The mailing address and street address of the Principal office of the Company is 150-A South Palmetto Avenue, Daytona Beach, Florida 32114.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent and office of the Company is as follows: J. Doyle Tumbleson, Esquire, 150 S. Palmetto Avenue, Box A, Daytona Beach, Florida 32114.

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted upon the approval of a majority of the members of the Company upon the written application of such new member in the manner set forth in the regulations of the Company.

**ARTICLE VII
RIGHT TO CONTINUE BUSINESS**

Upon 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 Company, the business of the Company may be continued by the consent of all the remaining members or by amendment of these Articles of Organization providing for such continued existence of the Company subsequent to the foregoing events.

**ARTICLE VIII
MANAGEMENT**

The Company is to be managed by the members and the names and addresses of the managing members are as follows:

Edward T. McLaughlin

785 West Granada Boulevard
Ormond Beach, Florida 32174

Juan C. Mas

785 West Granada Boulevard
Ormond Beach, Florida 32174

**ARTICLE IX
ADOPTION AND AMENDMENT OF REGULATIONS**

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members of the Company as provided in the regulations.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this
1st day of January, 1997.

Witnesses:
(as to Drs. McLaughlin and Mas)

Mr. M. Lawrence

Dr. J. Trumbleson

Edward T. McLaughlin

Edward T. McLaughlin


Juan C. Mas

Juan C. Mas

STATE OF FLORIDA }
COUNTY OF VOLUSIA }

BEFORE ME, the undersigned authority, personally appeared EDWARD T. MCLAUGHLIN and JUAN C. MAS, to me known to be the persons who executed the foregoing Articles of Organization and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of January, 1997.



Notary Public
Commission Number _____



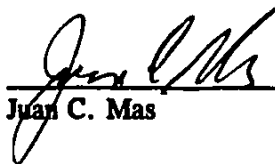
J DOYLE TUMBLESON
My Commission CC487982
Expires Dec. 19, 1998

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of Asthma and Allergy Specialists, L.C., depose and say:

- (1) The above named Limited Liability Company has at least two members.
- (2) The total amount of cash contributed by the members is \$ -0- .
- (3) The agreed value of property other than cash contributed by members is \$25,000.00. The property consists of office furniture, fixtures, files, supplies and medical equipment, as described in the attached Schedule "A".
- (4) The total amount of cash or property anticipated to be contributed by members is \$25,000.00. This total includes amounts from 2 and 3 above.
- (5) The members shall make additional contributions to capital at such times and in such amounts as the members shall determine to be necessary for carrying out the purposes for which the Company is being formed.


Edward T. McLaughlin


Juan C. Mas

(In accordance with § 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.)

STATE OF FLORIDA }
COUNTY OF VOLUSIA }

The foregoing instrument was acknowledged before me this 1st day of January, 1997,
by EDWARD T. MCLAUGHLIN, who is personally known to me.

(S E A L)



Notary Public
Commission Number _____



J. DOYLE TUMBLESON
My Commission CC497992
Expires Dec. 19, 1999

STATE OF FLORIDA }
COUNTY OF VOLUSIA }

The foregoing instrument was acknowledged before me this 1st day of January, 1997,
by JUAN C. MAS, who is personally known to me.

(S E A L)



Notary Public
Commission Number _____



J. DOYLE TUMBLESON
My Commission CC497992
Expires Dec. 19, 1999

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
ASTHMA AND ALLERGY SPECIALISTS, L.C.,
a Florida Limited Liability Company**

FILED
97 JAN -8 PM 12: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR SECTION 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Asthma and Allergy Specialists, L.C.
2. The name and address of the registered agent and office is:

J. Doyle Tumbleson, Esquire
Kinsey Vincent Pyle, P.A.
150 South Palmetto Avenue, Box A
Daytona Beach, Florida 32114

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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date Jan. 1, 1997

J. Doyle Tumbleson
J. Doyle Tumbleson

SCHEDULE "A"

TO AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
 ASTHMA AND ALLERGY SPECIALISTS, L.C.

Depreciation and Amortization Detail E T MCLAUGHLIN MD

C- 1

Asset Number	Description of property			
	Date placed in service	Method/ IRC sec.	Life or rate	Line No.
1	FURNITURE & EQUIP			
	100189	200DB	7.00	17
3	FURNITURE			
	011590	200DB	7.00	17
4	DESKS			
	011590	200DB	7.00	17
5	COMPUTERS			
	071590	SL	5.00	17
6	VCR			
	031590	SL	5.00	17
7	FILE CABINET			
	031590	200DB	7.00	17
8	RINOTHERM MACHINE			
	061590	SL	5.00	17
9	TELEPHONE			
	093090	SL	5.00	17
11	FURN, EQUIPMENT			
	070191	200DB	7.00	17
12	FURN, EQUIPMENT			
	070192	200DB	7.00	17
13	LAPTOP COMPUTER			
	070193	200DB	7.00	17
14	FURN, EQUIPMENT			
	070193	200DB	7.00	17
15	REFRIGERATOR			
	070194	200DB	5.00	17
16	SIGN			
	070194	200DB	5.00	17
17	SYRINGE FOR SPI			
	070194	200DB	5.00	17
18	CABINETS-DELAND			
	011195	200DB	10.00	15D
19	#BLINDS			
	081495	200DB	7.00	15C
20	#CHAIRS			
	061295	200DB	7.00	15C
21	#CHAIRS - SA			
	101595	200DB	7.00	15C
22	#COPIER			
	061295	200DB	7.00	15C
23	#MODEM			
	040395	200DB	5.00	15B
24	#PC PHONE			
	050895	200DB	5.00	15B
25	#SIGNS			
	041795	200DB	7.00	15C
26	WALLPAPER			
	020295	200DB	10.00	15D