

Charter Number Only

**L9700000448**

Nathan Leder

Requestor's Name

5200 Blue Lagoon DR. #600

Address

miami FL 33126

City

State

ZIP

Phone

267-92006

400002155444--5

-04/25/97--01085--003

\*\*\*\*337.50 \*\*\*\*337.50

CORPORATION(S) NAME

Meli Medical Products, LLC.

97 APR 24 PM 4 42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

RECEIVED  
APR 17 AM 10 21  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

( ) Profit  
( ) Non-Profit

( ) Amendment

( ) Merger

( ) Foreign

( ) Dissolution

( ) Mark

( ) Limited Partnership

( ) Annual Report

☒ Other Limited Liability

( ) Reinstatement

( ) Reservation

( ) Change of Registered Agent Company

( ) Certified Copy

( ) Photo Copies

( ) Certificate Under Seal

( ) Call When Ready

( ) Call If Problem

( ) After 4:30

☒ Walk In

( ) Will Wait

☒ Pick Up

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Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CR2E031 (R8-85)



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 17, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: MELI MEDICAL PRODUCTS, LLC  
Ref. Number: W97000008946

We have received your document for MELI MEDICAL PRODUCTS, LLC and check(s) totaling \$337.00. However, your check(s) and document are being returned for the following:

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.

Please return the enclosed check for \$337.00 or a newly issued check with your corrected document.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 897A00019519

97 APR 21 11:00  
DIVISION OF CORPORATIONS

FILED  
97 APR 24 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION  
OF  
MELI MEDICAL PRODUCTS, LLC

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be MELI Medical Products, LLC.

ARTICLE II

PURPOSES AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Florida Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "Act").

The Company shall have the power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE III

CAPITAL CONTRIBUTIONS

Initial capital contributions in the amount of One Hundred (\$100.00) Dollars cash shall be paid to the Company by each member. Additional contributions will be made as required for business purposes, as determined by unanimous consent of the members.

ARTICLE IV

PARTICIPATION

The participation ("Participation") of the initial members shall be as follows:

<u>MEMBER</u>	<u>AMOUNT</u>
MANUEL SIMPLICIO NETO	50
ELINEE ZOPPI SIMPLICIO	50

Nathan I. Leder, Esq.  
5200 Blue Lagoon Dr., #600  
Miami, Florida 33126  
(305) 267-9200  
Florida Bar #0168606

The Participation of the members may be changed by unanimous agreement of the current members, provided that the interest of a person or entity that is not a member but has an interest in the profits, losses, or assets of the Company by reason of a transfer of a member's interest in the Company without the consent of the Company may not be reduced without the consent of such person or entity. No amendment to these Articles shall be required by reason of a change in Participation.

#### **ARTICLE V**

##### **REGULATIONS**

At the first meeting of the members after the execution of these Articles, the members shall adopt regulations (the "Regulations") containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles. The power to adopt, alter, amend or repeal the Regulations shall be vested in the members and shall require their unanimous consent and agreement in regard to any vested right of a member (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company), or otherwise by a majority vote of the members.

#### **ARTICLE VI**

##### **DURATION AND DISSOLUTION**

The Company shall continue until the first to occur of: (a) December 31, 2020, (b) dissolution pursuant to the provisions of the Act or the Regulations of the Company, or (c) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the continued membership of a member in the Company (unless the business of the Company shall be continued upon written consent of all remaining members).

#### **ARTICLE VII**

##### **PRINCIPAL PLACE OF BUSINESS**

The principal office of the Company shall be located at 8438 N.W. 61st Street, Miami, Florida 33166.

#### **ARTICLE VIII**

##### **MANAGEMENT AND MEMBERS**

The management of the Company shall be vested in the members in proportion to their Participation. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the members, pursuant to the specific rules regarding rights and duties of members and agents enumerated in these Articles and the Regulations.

Decisions on all matters shall be by majority vote of the members unless specified to the contrary herein or in the Regulations. The vote of each member shall be in proportion to the Participation of the member. The names and addresses of the initial members are as follows:

1. MANUEL SIMPLICIO NETO
2. ELINEE ZOPPI SIMPLICIO

## **ARTICLE IX**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 8438 N.W. 61st Street, Miami, Florida 33166, and the name of its initial registered agent at such address is Nathan I. Leder.

## **ARTICLE X**

### **PROFITS, LOSSES AND DISTRIBUTION**

Each member shall share in the net profits or losses from the operation of the business of the Company and in the distribution of the property of the Company in the same proportion as the member's Participation, or as may be adjusted from time to time by reason of additional investments or agreement of the members as reflected in the Regulations.

## **ARTICLE XI**

### **RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company.

A member's interest in the Company may not be sold or otherwise transferred or assigned except with unanimous written consent of all members. In the absence of such unanimous written approval, the transferee of the interest of any member shall not become a member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and return of contribution to which the transferor member would be entitled. Provisions can be made for transfers or assignments in the Regulations but such provisions shall not affect the foregoing requirements of unanimous written consent to sales, transfers, and assignments.

## **ARTICLE XII**

### **AMENDMENTS TO ARTICLES**

These Articles may be amended at any time by a majority vote of the members, except with respect to the vested rights of the members (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company) which shall require unanimous vote of the members for amendment, or when otherwise required by law.

Any amendment shall be signed by all members and an amendment adding a new member shall be signed by the member to be added. As a condition of membership, all members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles.

The undersigned, being the original members of the Company, hereby certify that the foregoing constitutes the proposed Articles of Organization of MELI Medical Products, LLC.

Executed by the undersigned on April 17, 1997.

  
MANUEL SIMPLICIO NETO

  
ELINEE ZOPPI SIMPLICIO

**ACCEPTANCE OF APPOINTMENT**

**AS**

**REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Organization and state that I am familiar with, and accept, the obligations set forth for registered agents under the Florida Statutes.

  
NATHAN I. LEDER

Federative Republic of Brazil)  
State of São Paulo )  
City of São Paulo ) s. a.  
Consulate General of the )  
United States of America )

**ACKNOWLEDGMENTS**

**COUNTRY OF BRAZIL**

**CITY OF** \_\_\_\_\_

I HEREBY CERTIFY that on this day appeared before me, MANUEL SIMPLICIO NETO and ELINEE ZOPPI SIMPLICIO, to me known to be the persons described in and who executed the foregoing instrument, and they acknowledged the execution thereof to be their free act and deed, for the uses and purposes therein mentioned. Witness my hand and official seal, at the place aforesaid, this 08 day of APR, 1997.

  
NOTARY PUBLIC

LINDA L. DONAHUE  
Consul of the United States

My commission expires: **INDEFINITE**

**FILED**  
97 APR 24 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of \_\_\_\_\_

MELI Medical Products, LLC

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 \$ 200.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0  
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ 5,000.00

5) the total amount of 2, 3, and 4 is \$ 5,200.00

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.)

**FILED**  
97 APR 24 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA