

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road / Mount Vernon Square / Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 / Fax (904) 222-1666

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**L.C.**

1) Dade Med, L.C.  
(CORPORATE NAME & DOCUMENT #)

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**SPECIAL INSTRUCTIONS**

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 7, 1997

CORPORATE ACCESS INC.  
1116-D THOMASVILLE ROAD  
MOUNT VERNON SQUARE  
TALLAHASSEE, FL

SUBJECT: DADEMED, L.C.  
Ref. Number: W97000018195

We have received your document for DADEMED, L.C. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 997A00040100

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Thanks  
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**ARTICLES OF ORGANIZATION  
of  
DADEMED, L.C.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned initial member of DadeMed, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is:

**DadeMed, L.C.**

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on the date of filing of these Articles of Organization with the Department of State of the State of Florida and shall continue until December 31, 2047, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

200 East Las Olas Blvd., Suite 2100  
Ft. Lauderdale, Florida 33301

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

200 East Las Olas Blvd., Suite 2100  
Ft. Lauderdale, Florida 33301

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

KTG & S Registered Agent Corp.  
100 S.E. Second Street - Suite 2800  
Miami, Florida 33131

**ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

The Company may admit additional members, in accordance with the Regulations, upon the affirmative vote of not less than two-thirds of the managers either at a duly called meeting or by written consent. Any new member which is approved by the managers of the Company as set forth in the Regulations shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

**ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of two-thirds of the managers of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the managers or by written consent of two-thirds of the managers of the Company (excluding the member seeking to transfer his interest in the Company)

as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

#### **ARTICLE VII. DISSOLUTION OF COMPANY**

Upon the death, bankruptcy or dissolution of a member, the Company shall be continued upon the affirmative vote of a majority of the managers which vote is taken at a duly called meeting of the managers or by written consent and, thereafter, approved by a majority of the members at a duly called meeting or by written consent. Such meeting shall be called or written consent obtained within ninety (90) days of the date of such occurrence. Upon the occurrence of any event of dissolution set forth in the Act or the Regulations and the managers and members fail to authorize the continuation of the Company, the Company shall be dissolved.

#### **ARTICLE IX. MANAGERS**

The Company shall be managed by managers. The names and addresses of the initial managers are set forth below. The initial managers shall serve as managers until the first annual meeting of members or until its successors are elected and qualify.

Luis E. Augsten, M.D.  
6601 S.W. 80th St.  
South Miami, FL 33143

Barry Baker, M.D.  
7800 S.W. 87th Ave.  
Miami, FL 33173

Cristian Breton, M.D.  
7400 S.W. 88th St.  
Miami, FL 33156

Jonathan Fialkow, M.D.  
8950 N. Kendall Dr.  
Miami, FL 33176

Fernando Keller, M.D.  
7325 S.W. 63rd Ave.  
South Miami, FL 33143

James Loewenherz, M.D.  
9000 S.W. 87th Ct.  
Miami, FL 33176

Juan Mella, M.D.  
8940 N. Kendall Dr.  
Miami, FL 33176

Guillermo Pons, M.D.  
8955 S.W. 87th Ct.  
Miami, FL 33176

Seth D. Rosen, M.D.  
6140 S.W. 70th St.  
South Miami, FL 33143

Javier Sobrado, M.D.  
8525 S.W. 92nd St.  
Miami, FL 33176

#### **ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his contribution to capital except as provided in the Company's Regulations then in existence.

#### **ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

#### **ARTICLE XII. AMENDMENT OF REGULATIONS**

Pursuant to Section 608.423(1) of the Act and except as otherwise provided in the Regulations, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of two-thirds of the managers of the Company at a

duly called meeting of the members or by written consent of two-thirds of the managers of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 4th day of August 1997.

INITIAL MEMBER:

  
\_\_\_\_\_  
Juan Mella, M.D.

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida  
Limited Liability Company Act:

Having been appointed registered agent of DadeMed, L.C. in its Articles of Organization,  
at the place designated in such Articles of Organization, the undersigned hereby agrees to act in  
this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

**KTG& S REGISTERED AGENT CORP.**

By: \_\_\_\_\_

  
William J. Spratt, Jr.  
Vice President

Dated: Aug 4, 1997

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TALLAHASSEE FLORIDA



### **AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of DadeMed, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

**\$11,000**

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

**\$64,000**

4. There have been no contributions to the Company made by the members other than cash contributions and contribution of promissory notes.

#### **FURTHER AFFIANTS SAYETH NOT.**

Under penalties of perjury, the undersigned, as an initial member of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

DATED: 8/4, 1997

**INITIAL MEMBER:**

  
Juan Mella, M.D.

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TALLAHASSEE FLORIDA

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