

*L97000000938*

**TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY**

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

300002275139--1  
-08/22/97--01090--017  
\*\*\*\*346.25 \*\*\*\*346.25

**SUBJECT:** VISITORS' HEALTH CENTER, L.C.  
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit  
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. Please send one check for the total amount made payable to the Florida Department of State.

**FROM:** Antonio R. Rodriguez  
Name (Printed or typed)

3801 S. Ocean Drive, Apt. 8x  
Address

Hollywood, FL 33019  
City, State & Zip

(954) 455-3416  
Daytime Telephone number

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## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is: VISITORS' HEALTH CENTER, L.C.

### ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing Address:  
3801 S. Ocean Drive, Apt. 8X  
Hollywood, FL 33019

Street Address:  
3801 S. Ocean Drive, Apt. 8X  
Hollywood, FL 33019

### ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual commencing on the filing date of these Articles of Organization.

### ARTICLE IV - Management:

(check and complete the appropriate statement)

- ☐ 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:

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- ☒ 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:

Daisy A. Rodriguez, M.D.  
3801 S. Ocean Drive, Apt. 8X  
Hollywood, FL 33019

Antonio R. Rodriguez,  
3801 S. Ocean Drive, Apt. 8X  
Hollywood, FL 33019

#### **ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: The members have the right to admit additional members. To be admitted as an additional member the prospect member must reasonably prove to be well qualified to promote, conduct and manage the business of the Company and receive the written consent of seventy-five (75) percent of the then active and fully capacitated members representing seventy-five (75) percent of the membership interests in the ownership of the Company.

#### **ARTICLE VI - 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: The remaining members of the Company have the right to continue business upon the occurrence of the events described in the precedent sentence of this paragraph; however, neither the terminated members nor the remaining members of the Company have the right to free transfer their ownership interests in the Company. Their ownership interests in the Company may be sold or transferred only with the written consent of seventy-five (75) percent of the then active and fully capacitated remaining members representing seventy-five (75) percent of the membership interests in the ownership of the Company. Any sale or transfer without said consent shall be null and void and confer no rights on the transferee as against the Company or as against the Members. In addition, before a permitted transferee shall be admitted as a substitute or additional member, the terms and conditions set forth in the above Article V must be satisfied.

**NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

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The undersigned member or authorized representative of a member of VISITORS'  
HEALTH CENTER, L.O. 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 \$ 346.25
- 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 \$ 50000.00.
- 5) the total amounts of 2, 3 and 4 is \$ 50346.25.

Antonio R. Rodriguez  
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.)

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97 AUG 22 PM 12:50

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: VISITORS' HEALTH CENTER, L.C.

2. The name and address of the registered agent and office is:

Migdalia M. Rodriguez

(NAME)

3801 S. Ocean Drive, Apt. 8X

(P. O. Box NOT ACCEPTABLE)

Hollywood, FL 33019

(CITY/STATE/ZIP)

*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 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.*

Migdalia M. Rodriguez  
(SIGNATURE)

August 21, 1997  
(DATE)

**Filing Fee: \$ 35 for Designation of Registered Agent**