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FILED

97 SEP -5 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTERNET E-MAIL
MSPEAR@MVW.COM

MAILING ADDRESS
P.O. BOX 633
ORLANDO, FLORIDA 32802

September 4, 1997

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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Subject: Menaker Management, L.C.

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced limited liability company --

1. Original Articles of Organization and Affidavit;
2. Photocopies of same for certification; and
3. A check in the amount of \$337.50 in payment of the following items:
(a) \$250.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c) \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

M. J. Spear

Mrs. Marlis J. Spear
Legal Assistant

Will wait

/mjs

Enclosures

cc: Stephen R. Looney, Esq.

P. Hall

SEP - 5 1997

ARTICLES OF ORGANIZATION
OF
MENAKER MANAGEMENT, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF ORGANIZATION are made for the purpose of organizing a Florida limited liability company pursuant to Chapter 608 of the Florida Statutes.

ARTICLE I - NAME OF COMPANY

The name of this limited liability company is MENAKER MANAGEMENT, L.C. (the "Company").

ARTICLE II - EXISTENCE

The Company's existence shall commence on the date of filing of these Articles of Organization with the Florida Department of State and shall continue until the earlier of thirty (30) years from the date of filing, or the occurrence of any of the events specified in Section 608.441 of the Florida Statutes, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PRINCIPAL OFFICE

The Company's mailing address and street address are 5062 Isleworth Country Club Drive, Windermere, Florida 34786.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of the Company in the State of Florida is 5062 Isleworth Country Club Drive, Windermere, Florida 34786. The name of the initial registered agent of the Company at that address is MITCHELL G. MENAKER.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The admission of additional members to the Company shall require the unanimous approval of the existing members.

ARTICLE VI - MEMBERS' RIGHT TO CONTINUE BUSINESS

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the Company if all of the remaining members consent in writing to continue the business of the Company within ninety (90) days of the occurrence of an event which would otherwise cause a dissolution of the Company. This provision shall be subject to the requirement that the Company shall have at least two (2) members.

ARTICLE VII - MANAGEMENT

The Company shall be managed by the members, and the names and addresses of the managing members are:

Name of Member

Address

Mitchell G. Menaker

5062 Isleworth Country Club Drive
Windermere, Florida 34786

F.G. D'Ambrosio, M.D., Ltd.

c/o Mitchell G. Menaker
5062 Isleworth Country Club Drive
Windermere, Florida 34786


ARTICLE VIII - REGULATIONS

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The members shall have the power to adopt, alter, amend, or repeal regulations of the Company, containing provisions for the regulation and management of the Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Orlando, Florida, this 4th day of September, 1997.



Mitchell G. Menaker

Having been named as registered agent for the above-mentioned limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.



Mitchell G. Menaker

Date: September 4th, 1997

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STATE OF FLORIDA
COUNTY OF ORANGE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

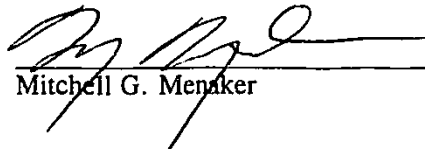
BEFORE ME, the undersigned, personally appeared MITCHELL G. MENAKER, a member of MENAKER MANAGEMENT, L.C., hereinafter referred to as the "Company", of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The Company has at least two (2) members.
2. The amount of cash contributed to the Company by the members is Zero Dollars (\$0.00).
3. The amount of additional cash anticipated to be contributed to the Company by the members is Zero Dollars (\$0.00).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Date: September 4th, 1997



Mitchell G. Menaker

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this ____ day of September, 1997, by MITCHELL G. MENAKER, a member of MENAKER MANAGEMENT, L.C. Said person did take an oath and (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit:



Print Name:

Notary Public, State of Florida

Commission No.:

My Commission Expires:

P:\TAX\GDMENAKER.AFF



STEPHEN R. LOONEY
My Commission CC496223
Expires Nov. 09, 1999