

# L97000001005

LAW OFFICES  
**MARTIN & MARTIN**  
A PROFESSIONAL ASSOCIATION

200 LAKE MORTON DRIVE  
SUITE 300  
LAKELAND, FLORIDA 33801  
941-688-7611

MAILING ADDRESS  
POST OFFICE BOX 117  
LAKELAND, FLORIDA 33802  
TELECOPIER: 941-688-7329

September 10, 1997

Division of Corporations  
Department of State  
Bureau of Corporate Records  
Post Office Box 6237  
Tallahassee, Florida 32314

500002290275--8  
-09/11/97--01055--002  
\*\*\*\*337.50 \*\*\*\*337.50

Greetings:

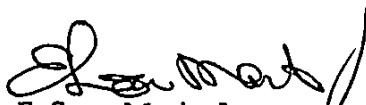
RE: Articles of Organization of  
The Marmas Limited Liability Company

Herewith Articles of Organization for filing together with our check in the amount of \$337.50 covering; \$250.00 for filing, \$35.00 for Designation of Resident Agent and \$52.50 for a certified copy of the articles.

Please call us collect if any questions arise.

Thank you.

Yours very truly,

  
E. Snow Martin, Jr.

ESMjr/dra

Enclosures

cc: Ms Gail Mason

L97-1005

Name	OK
Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

FILED  
97 SEP 11 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
THE MARMAS LIMITED LIABILITY COMPANY**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be THE MARMAS LIMITED LIABILITY COMPANY ("Company").

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS**

The principal place of business of the Company in Florida shall be 24 Sandalwood Drive, Davenport, Florida 33837. The mailing address shall be Post Office Box 1086, Davenport, Florida 33836.

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than September 1, 2027, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV - PURPOSE AND POWERS**

The general purpose for which the Company is organized to manufacture, distribute and sell post surgical prosthetic devices and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is E. SNOW MARTIN, JR., 200 Lake Morton Drive, Lakeland, Florida 33801.

## **ARTICLE VI - INITIAL MEMBERS AND PERCENTAGE INTERESTS CAPITAL CONTRIBUTIONS**

The initial members of the Company and their interest in the Company and their contribution to the capital of the Company shall be:

Joseph A. Martell	50%	\$2,000.00
Robert W. Mason	25%	\$1,000.00
Gail E. Mason	25%	\$1,000.00

## **ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon consent of members having an aggregate capital interest in the company equal to at least fifty percent (50%) of the combined capital interests in the company.

## **ARTICLE VIII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the written consent of members having an aggregate interest in the company equal to at least fifty percent (50%) of the combined capital interests in the company. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless at least members having an aggregate capital interest in the company equal to at least fifty percent (50%) of the combined capital interests in the company consent.

## **ARTICLE IX - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of members having an aggregate capital interest in the company equal to at least fifty percent (50%) of the combined capital interests in the Company; provided there are at least two (2) remaining members.

## **ARTICLE X - MANAGEMENT**

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Lakeland, Florida, for the foregoing uses and purposes this \_\_\_\_ day of September, 1997.

THE MARMAS LIMITED LIABILITY COMPANY

By: Gail E. Mason  
Gail E. Mason, as its President

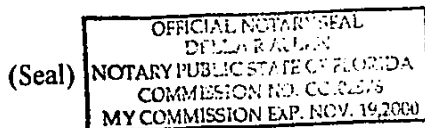
By: Joseph A. Martell  
Joseph A. Martell, as its Secretary/Treasurer

By: Robert W. Mason  
Robert W. Mason, as its Vice President

FILED  
97 SEP 11 PM 4:30  
SECRETARY OF STATE

STATE OF FLORIDA  
COUNTY OF POLK

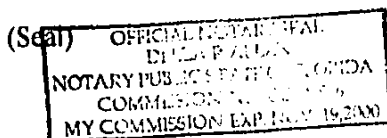
The foregoing instrument was acknowledged before me this the 9th day of September, 1997 by Gail E. Mason, as President of The Marmas Limited Liability Company, who is personally known to me or who has produced drivers license as identification and who did not take an oath, on behalf of the corporation.



Della R. Allen  
Notary Public

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this the 9th day of September, 1997 by Joseph A. Martell, as Secretary/Treasurer of The Marmas Limited Liability Company, who is personally known to me or who has produced drivers license as identification and who did not take an oath.

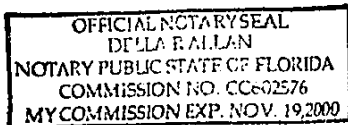


Della R. Allen  
Notary Public

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this the 9th day of September, 1997 by Robert W. Mason, as Vice President of The Marmas Limited Liability Company, who is personally known to me or who has produced Florida license as identification and who did not take an oath.

(Seal)



Della R. Allan  
Notary Public

ACCEPTANCE

I hereby accept to act as initial Registered Agent for **THE MARMAS LIMITED LIABILITY COMPANY**, as stated in these Articles of Organization.

E. Snow Martin, Jr.  
E. SNOW MARTIN, JR.

FILED  
SEP 11 PM 4:39  
CLERK OF DISTRICT COURT  
POLK COUNTY, FLORIDA

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **THE MARMAS LIMITED LIABILITY COMPANY** deposes and says:

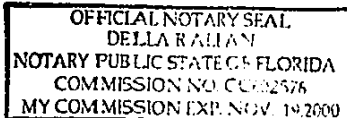
1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is \$4,000.00.
3. If any, the agreed value of property other than contributed by members is none.
4. The total amount of cash or property anticipated to be contributed by members are \$4,000.00. This total includes amounts from 2 and 3 above.

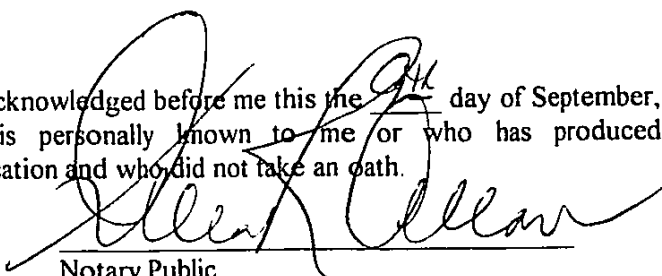
  
Robert W. Mason

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this the 24 day of September, 1997 by Robert W. Mason who is personally known to me or who has produced Driver License as identification and who did not take an oath.

(Seal)



  
Notary Public

FILED

SEP 11 11 44:33

SEP 11 11 44:33