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9500 N.W. 37TH COURT
CORAL SPRINGS, FLORIDA 33065

BROWARD (954)755-9310
FAX (954)755-9294

January 8, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

000002397180--7
-01/12/98--01093--002
****337.50 ****337.50

Re: THE M CENTER HOLDINGS, L.C.

To the Secretary of State:

Enclosed please find an original and one copy of the
Articles of Incorporation for the above-referenced corporation.

Also included is a check in the amount of Three Hundred and
Thirty Seven Dollars and Fifty Cents (\$122.50) representing the
following:

Filing Fee	\$250.00
One Certified Copy	\$52.50
Registered Agent Fee	<u>\$35.00</u>
TOTAL	<u>\$337.50</u>

FILED
98 JAN 13 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, please contact me.

Thank you.

Very truly yours,

Gerald V. Walsh

Enclosures: 3 as stated

GVW/aw

L98-42

Name	OK 1-13
Availability	
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	
W. P. Verifier	

**ARTICLES OF ORGANIZATION
OF
THE M CENTER HOLDINGS, L.C.**

**ARTICLE I.
NAME**

The name of the Company is: THE M CENTER HOLDINGS, L.C.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal office of the Company (or the mailing address) will be: C/O Florida Medical Development, Inc., 1201 Louisiana Avenue, Winter Park, Florida 32789.

**ARTICLE III.
DURATION**

The Company shall exist in perpetuity.

**ARTICLE IV.
REGISTERED AGENT**

The name and address of the initial registered agent are:

H. CARY KRESGE
C/O Florida Medical Development, Inc.
1201 Louisiana Avenue
Winter Park, Florida 32789

**ARTICLE V.
MEMBERSHIP**

The initial members of the Company shall be:

FLORIDA MEDICAL DEVELOPMENT, INC.
1201 Louisiana Avenue
Winter Park, Florida 32789.

H. CARY KRESGE
C/O Florida Medical Development, Inc.
1201 Louisiana Avenue
Winter Park, Florida 32789

J. SCOTT GREEN
C/O Florida Medical Development, Inc.
1201 Louisiana Avenue
Winter Park, Florida 32789

Additional members may be admitted to the Company upon the vote of the members who own the majority of membership interests, and on such terms and conditions as determined by the Operating Agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLA 32304

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ARTICLE VI.
MANAGEMENT

The management of the Company shall be reserved to its members. The initial manager shall be FLORIDA MEDICAL DEVELOPMENT, INC.

The Company may continue in business with the remaining members upon 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 Company.

ARTICLE VII.
FORMATION

This limited liability Company is being formed by FLORIDA MEDICAL DEVELOPMENT, INC., H. CARY KRESGE, AND J. SCOTT GREEN.

ARTICLE VIII.
INDEMNIFICATION

The Company shall indemnify any member or manager to the full extent permitted by law.

ARTICLE IX.
COMMENCEMENT OF EXISTENCE

The Company shall be deemed to have commenced its existence on the date of the filing of these Articles of Organization with the State of Florida.

ARTICLE X.
AMENDMENTS

Amendments may be made to these Articles by the unanimous approval of all members.

Amendments may be made to the Operating Agreement by the majority vote of the membership interests.

H. Cary Kresge
H. CARY KRESGE

99 JAN 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for THE M CENTER HOLDINGS, L.C., pursuant to the provisions of Section 608.415, Florida Statutes, 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.

H. Cary Kresge
H. CARY KRESGE
Resident Agent

Date: 12/15/97

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09 JAN 12 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared H. CARY KRESGE, who, after being duly sworn, deposes and says:

1. I am one of the members and organizers of the Limited Liability Company known as THE M CENTER HOLDINGS, L.C.

2. THE M CENTER HOLDINGS, L.C. has three members at the date of organization and the amount of cash contributed to the Company by its members is \$ 1,000.00.

The amount of cash anticipated to be contributed in the future by its members is \$ -0-.

Signed:

H. Cary Kresge
H. CARY KRESGE

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements, personally appeared H. CARY KRESGE, who executed the foregoing instrument and he acknowledged before me that he executed the same.

FORM OF IDENTIFICATION: Personally Known ✓;
OR Produced Identification: _____.

WITNESS my hand and official seal in the county and state aforesaid this 15th day of December, 19 97.

My Commission Expires: 11/28/2001

Notary Stamp:

Jo Ellen Tolle
Notary Public - State of Fla.

Jo Ellen Tolle
Signature of Notary



Jo Ellen Tolle

My Commission CC689794

Expires November 28, 2001