

# L98000000609

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

500002523865--6  
-05/14/98--01042--019  
\*\*\*337.50 \*\*\*337.50

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. 2096 EAST OCEAN BOULEVARD, L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 2.00     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

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98 MAY 14 AM 11:06  
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*BR*  
*5/14/98*

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Examiner's Initials

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ARTICLES OF ORGANIZATION  
OF  
2096 EAST OCEAN BOULEVARD, L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under Chapter 608 of the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

Name

The name of the Limited Liability Company shall be 2096 East Ocean Boulevard, L.C.

ARTICLE II

Address

The mailing address will be 21 Southeast Harbor Point Drive, Stuart, Florida 34996. The principal place of business shall be 2096 Southeast Ocean Boulevard, Stuart, Florida 34996, County of Martin, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

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ARTICLE III

Duration

The Limited Liability Company shall exist for a period of time not to exceed thirty (30) years from the date of filing the Articles with the Office of the Secretary of State of Florida, or until sooner dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IV

Management

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are as follows:

Robert O. Baratta, M.D.  
21 Southeast Harbor Point Drive  
Stuart, Florida 34996

Surgery Center of Stuart  
21 Southeast Harbor Point Drive  
Stuart, Florida 34996

1998000627841

ARTICLE V

Restrictions on Membership

New members may be admitted to the unanimous Limited Liability Company by consent of either of the managing members.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with written consent of either of the managing members.

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ARTICLE VI

Members Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member of the limited liability company, the remaining members shall have the right to continue the business upon the unanimous written consent of the managing members.

ARTICLE VII

Capital Contributions

Capital contributions in the amount of \$1,550,000.00 (Dollars) cash or kind shall be paid to the limited liability company by the members in such amounts as the managing members shall determine.

Additional contributions may be made as required for investment purposes, as determined by the managing members.

ARTICLE VIII

Purposes and Powers

The general nature of the business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

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2. In general, to carry on any and all incidental businesses; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise

for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry exercise, or do.

ARTICLE IX


Initial Registered Office and Agent

The address of the initial registered office of the limited liability company is 2100 Southeast Ocean Boulevard, Suite 103, Stuart, Florida 34996, County of Martin, State of Florida, and the name of its initial registered agent at such address is Edwin E. Mortell, III.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of 2096 Ocean Boulevard, L.C.

Executed by the undersigned in \_\_\_\_\_, Florida on the \_\_\_\_\_ day of May, 1998.

  
\_\_\_\_\_  
Robert O. Baratta, M.D.

  
\_\_\_\_\_  
Robert O. Baratta, M.D. as President  
of Surgery Center of Stuart, Inc.

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated company, at the place designed in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
Edwin E. Mortell, III

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of 2096 East Ocean Boulevard, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,550,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$ N/A. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members is \$1,550,000.00. This total includes amounts from 2 and 3 above.



(Signature of a member or authorized representative of a member)

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