

L98000002531

**NASON, YEAGER, GERSON,  
WHITE & LIOCE, P.A.**

ATTORNEYS AT LAW

SENDER'S DIRECT DIAL:  
(561) 471-3520

UNITED NATIONAL BANK TOWER  
1645 PALM BEACH LAKES BOULEVARD  
SUITE 1200  
WEST PALM BEACH, FLORIDA 33401

TELEPHONE (561) 686-3307  
FACSIMILE (561) 686-5442

DATE: November 3, 1998

## FACSIMILE TRANSMITTAL SHEET

PLEASE DELIVER THE FOLLOWING FACSIMILE TO:

NAME: Florida Division of CorporationCOMPANY: Electronic Filing SectionFACSIMILE #: 850-410-1015 TELEPHONE #: \_\_\_\_\_

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS ATTORNEY PRIVILEGED AND CONFIDENTIAL. IT IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU RECEIVE THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE (COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. WE WILL REIMBURSE YOU FOR POSTAGE AND/OR TELEPHONE EXPENSES. THANK YOU.

FROM: Georgina J. PophamC/M #: 5485/11694REGARDING CLIENT: Florida Cardiovascular Research, L.C.

MESSAGE:

☐ Urgent☐ For Review☐ Please Reply

Re: Filing Articles of Organization for Florida Cardiovascular Research, LLC

Name	11/3/98
Availability	OK
Document Examiner	DDC
Updater	DDC
Verifier	DDC
Acknowledgement	DDC
W. P. Verifier	DDC

RECEIVED  
98 NOV -3 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IF YOU DO NOT RECEIVE ALL PAGES OR IF MECHANICAL PROBLEMS DEVELOP, PLEASE CALL  
NUMBER OF PAGES  
INCLUDING TRANSMITTAL: 7

Tara

IMMEDIATELY AT (561) 686-3307.

L98000002531

Division of Corporations

Florida Department of State  
Division of Corporations  
Public Access System  
Sandra B. Mortham, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H98000019729 6)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 410-1015

From:

Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.  
Account Number : 073222003555  
Phone : (561) 686-3307  
Fax Number : (561) 686-5442

98 NOV -3 PM 1:23

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## LIMITED LIABILITY COMPANY

Florida Cardiovascular Research, L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$337.50

Electronic Filing Menu

Corporate Filing

Public Access Help

H98000019729 6

**ARTICLES OF ORGANIZATION  
OF  
FLORIDA CARDIOVASCULAR RESEARCH, L.C.**

I, the undersigned member, hereby makes, acknowledges and files these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Limited Liability Company shall be:

FLORIDA CARDIOVASCULAR RESEARCH, L.C.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -3 PM 1:23

**ARTICLE II**

**ADDRESS**

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

5511 South Congress Avenue  
Suite 125  
Lake Worth, Florida 33462

**ARTICLE III**

**DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

H98000019729 6

Gary N. Gerson Esq. (FL Bar No. 251771)  
Nason, Yeager, Gerson, White & Lioce, P.A.  
1645 Palm Beach Lakes Blvd., Suite 1200  
West Palm Beach, FL 33418  
Phone: (561) 686-3307

H98000019729 6

**ARTICLE IV**  
**MANAGEMENT**

The powers of the Limited Liability Company shall be exercised by or under the authority of, and the business and affairs of the Limited Liability Company shall be managed under the direction of the members, and the names and addresses of the members are:

<u>Name</u>	<u>Street Address</u>
Cardiology Associates of Palm Beach, P.A.	c/o Richard G. Kachel, M.D. 1401 Forum Way West Palm Beach, FL 33401
Florida Cardiology Group, P.A.	110 JFK Drive, #110 Atlantis, FL 33462
Medical Specialists of the Palm Beaches, Inc., Cardiology Division	5700 Lake Worth Road, Suite 204 Lake Worth, FL 33463
Palm Beach Heart Associates, P.A.	5511 South Congress Avenue, Suite 125 Lake Worth, FL 33462
Terrence Jay Cohen, M.D.	4801 South Congress Avenue, Suite 206 Lake Worth, FL 33461

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV - 3 PM 1:23

**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 established and regulated by the Operating Agreement (Regulations).

H98000019729 6

H98000019729 6

**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 event which terminates the continued membership of a member in the limited liability company shall established and regulated by the Operating Agreement (Regulations).

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the uses and purposes aforesaid, this 23rd day of October, 1998.

PALM BEACH HEART ASSOCIATES, P.A.  
Member

By:

  
Jay Midwall, M.D.

98 NOV 3 11:23

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

H98000019729 6

H98000019729 6

**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT/REGISTERED OFFICE**

In pursuance of Chapter 608, Sections 415 and 507, Florida Statutes, FLORIDA CARDIOVASCULAR RESEARCH, L.C., having filed its Articles of Organization contemporaneously herewith, with its registered office as indicated therein at 5511 South Congress Avenue, Suite 125, Lake Worth, Florida 33462 has named Dr. Jay Midwall located thereat as its registered agent to accept service of process within this State.

By: 

Jay Midwall, M.D., Registered Agent

Having been named as registered agent to accept service of process for the above-stated limited liability company, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 

Jay Midwall, M.D., Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 NOV -3 PM 2:23

H98000019729 6

H98000019729 6

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF FLORIDA CARDIOVASCULAR RESEARCH, L.C.**

The undersigned member of FLORIDA CARDIOVASCULAR RESEARCH, L.C.  
deposes and says:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the members is \$5,000.00;
3. If any, the agreed value of property other than cash contributed by the members is \$0.00;
4. The amount of cash or property anticipated to be contributed by the members is \$5,000.00;
5. The total amount of 2, 3 and 4 is \$5,000.00;

In accordance with Chapter 608, Section 408(3), Florida Statutes, the execution of this affidavit constitutes an affirmative under the penalties of perjury that the facts stated herein are true.

Dated: October 23, 1998

PALM BEACH HEART ASSOCIATES, P.A.  
Member

By: 

J. M. Mayall, M.D.