

L980000002687

ABRAMS ANTON P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9010

(954) 921-5500
FAX: (954) 925-7013

MITCHELL D. ADLER
LAURENCE I. BLAIR X
MILTON S. BLAUT X
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
WILLIAM S. KRAMER X
LEONARD ROBBINS
KENNETH A. RUBIN

REUBEN M. SCHNEIDER X *
PETER R. SIEGEL
MARC JAY TANNEN
JACK F. WEINS
DAVID WEISMAN X

OF COUNSEL
STANLEY D. GOTTSEGEN

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

* MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
* MEMBER OF OHIO BAR

X BOARD CERTIFIED REAL ESTATE LAWYER

ONE BOCA PLACE • SUITE 411-E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

BOCA RATON & DELRAY
(561) 994-2212
(561) 994-2772
FAX: (561) 997-8494
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (561) 833-4710

PLEASE REPLY TO:
Hollywood

FILE No.:

RFL-0001

00789-02311-00671

February 16, 1999

400002779594--3

02/18/99-01069-011

***105.00 - ***105.00

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: Rodriguez & Grant L.C.

Dear Sir/Madam:

I am enclosing the original and one copy of Amended and Restated Articles of Organization for Rodriguez & Grant L.C., together with a check in the amount of \$105.00 for the filing fees and a certified copy. Please file the Amendment as quickly as possible and return the certified copy to the undersigned.

If you have any questions, please call.

Very truly yours,

Alan B. Cohn

ABC:jah344549

Enclosures

L98-2687

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -3 PM 12:02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 23, 1999

ALAN B. COHN
ABRAMS ANTON, P.A.
POST OFFICE BOX 229010
HOLLYWOOD, FL 33022-9010

SUBJECT: RODRIGUEZ & GRANT L.C.
Ref. Number: L98000002687

We have received your document for RODRIGUEZ & GRANT L.C. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the original date of filing/authorization in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 599A00008289

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
921118 - 3 PM 12:02

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

OF

RODRIGUEZ & GRANT L.C.

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is:

RODRIGUEZ & GRANT L.C.

2. **EFFECTIVE DATE**

Articles of Organization were filed with the Secretary of State in Florida on November 13, 1998, effective upon filing.

3. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. MAILING AND STREET ADDRESS OF COMPANY

The mailing and street address of the place of business in Florida for the

Company is: **c/o William John Grant
2928 Daniels Street
Marianna, Florida 32446**

5. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent in Florida for the

Company is: **Alan B. Cohn, Esq.
2021 Tyler Street
Hollywood, FL 33022**

6. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

7. **CONTINUITY OF BUSINESS**

Upon 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, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of 50% interest of the remaining members of the Company is obtained.

8. **MANAGEMENT**

The Company is to be managed by a Managing Member or Managing Members. The name and address of such Managing Member who is to serve as Managing Member until the first annual meeting of members or until his or her successors are elected and qualified is:

William John Grant
2928 Daniels Street
Marianna, Florida 32446

Horacio Jorge Rodriguez-Jimenez, M.D.
3343 Old US Road
Marianna, Florida 32446

9. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the

operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10. **RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. **AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company. For purposes of this paragraph 11, a quorum shall be present if 75% interest of the members of the company are present at a duly called meeting.

12. **REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

13. REMOVAL

No member may be removed or replaced as a member without his or her consent. For purposes of this provision, 100% interest of the members of the Company shall be required to consent, which vote shall be taken at a duly called meeting of the members at which a quorum is present, which for purposes of this paragraph 13 shall be deemed all members of the Company.

14. AUTHORIZED REPRESENTATIVE

The name and address of the Authorized Representative signing these Articles is:

Alan B. Cohn, Esq.
2021 Tyler Street
Hollywood, Florida 33022

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Amended and Restated Articles of Organization this 16 day of February, 1998.

Judith A. Pugh

Judith A. Pugh
Printed Name of Witness

Judith A. Hoogman
Printed Name of Witness

Alan B. Cohn
ALAN B. COHN,
Authorized Representative

ABC:jah:jap
#330974

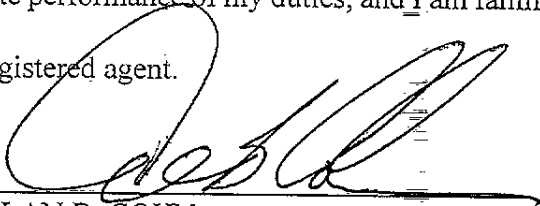
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is RODRIGUEZ & GRANT L.C.
2. The name and address of the registered agent and office is:

Alan B. Cohn, Esq.
2021 Tyler Street
Hollywood, Florida 33020

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.




ALAN B. COHN,
Registered Agent

Dated: 2/16/99

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of RODRIGUEZ & GRANT L.C. deposes and says:

1. The above-named Limited Liability Company has at least one (1) member.
2. The total amount of cash contributed by the members is Sixty Thousand Dollars (\$60,000.00).
3. If any, the agreed value of the property other than cash contributed by members is One Hundred Forty-Nine Thousand Dollars (\$149,000.00). A description of the property is attached and made a part hereof and attached as Exhibit "A".
4. The total amount of cash or property anticipated to be contributed by members is Two Hundred Nine Thousand Dollars (\$209,000.00). This total includes amounts from numbers 2 and 3 above.


ALAN B. COHN,
Authorized Representative

STATE OF FLORIDA
COUNTY OF BROWARD

SS:

ON THIS 16 day of February, 1999, before me personally appeared ALAN B. COHN, the Authorized Representative of RODRIGUEZ & GRANT L.C., a Florida Limited Liability Company to be formed, who is personally known to me to be the individual described in and who executed the foregoing or who has produced N/A as identification, and he/she acknowledged before me that he/she executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid.

Judith A. Pugh
Notary Public, State of Florida

My Commission Expires:

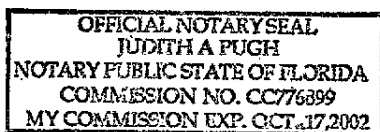


Exhibit "A"

S.W. corner of Lot 11, Block B, LIDDON AD., recorded in Plat Book 511, pages 470 and 471, of the public records of Jackson County, Florida