

11/17/98 TEL 10:55 FAX 1 407 423 4495

LOWNDES DROSDICK

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11/17/98

FLORIDA DIVISION OF CORPORATIONS  
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10:41 AM

((H98000021409 I)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4003

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: PROFESSIONAL CENTER OF LONGWOOD, LLC

AUDIT NUMBER.....H98000021409

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0 PAGES..... 5

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$337.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ATTORNEY: 427

CLIENT: 029302

MATTER: 60142

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,  
November 17, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL S. ANDRE

Direct Dial: 407/418-6203

L98-2728

Name Availability	OK 11-17
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98 NOV 17 PM 2:53

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TALLAHASSEE, FLORIDA

98 NOV 17 AM 11:59

**ARTICLES OF ORGANIZATION**  
**OF**  
**PROFESSIONAL CENTER OF LONGWOOD, LLC**

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**ARTICLE I - NAME**

The name of this limited liability company is Professional Center of Longwood, LLC (the "Company").

**ARTICLE II - DURATION**

The duration of the Company shall be perpetual.

**ARTICLE III - PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company is 1632 N. County Road 427, Longwood, Florida 32750

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 1632 N. County Road 427, Longwood, Florida 32750 and the name of the initial registered agent of the Company at that address is David C. Delgado.

This document was prepared by:  
JAMES J. HOCTOR, ESQUIRE  
Florida Bar Number: 865494  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

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ARTICLE V - MANAGEMENT

The Company shall be managed by one or more Managers who need not be Members. The initial Manager of the Company, who shall serve until the first annual meeting of the Members or until its successors are elected and qualify, and the address of such Manager, are as follows:

Park Avenue Leasing & Management, Inc.  
d/b/a Castlerock Development Group

1632 N. County Road 427  
Longwood, Florida 32750

ARTICLE VI - REGULATIONS AND OPERATING AGREEMENT

The management and affairs of the Company shall be conducted in accordance with the Regulations of the Company adopted by the Members, as the same may be amended, from time to time, in accordance with the terms thereof.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

With the approval of a majority in interest of the Members of the Company, additional Members may be admitted.

ARTICLE VIII - CONTINUATION

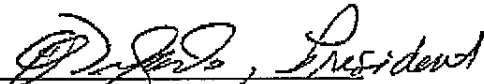
The remaining Members of the Company have the right to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

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IN WITNESS WHEREOF, the undersigned Member has executed these Articles of  
Organization this 13<sup>th</sup> day of November, 1998.

Park Avenue Leasing & Management, Inc.  
d/b/a Castlerock Development Group, a  
Florida corporation, Member

By: , President  
David C. Delgado, President

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

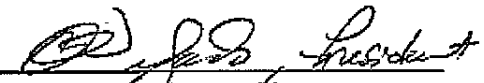
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Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statements to designate a registered office and registered agent in the State of Florida.

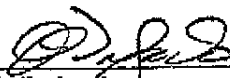
1. The name of the limited liability company is Professional Center of Longwood, LLC.
2. The name and Florida street address of the registered agent and office are:

David C. Delgado  
1632 N. County Road  
Longwood, Florida 32750

Park Avenue Leasing & Management, Inc.  
d/b/a Castlerock Development Group, a  
Florida corporation, Member

By:   
David C. Delgado, President

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.

  
David C. Delgado

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of Professional Center of Longwood, LLC deposes and says:

1. Professional Center of Longwood, LLC, a Florida limited liability company (the "Company") has at least one (1) member.
2. The total amount of cash contributed by the Member(s) of the Company is \$40,000.00.
3. The Member(s) have not contributed property other than cash to the Company.
4. The total amount of cash or property anticipated to be contributed by the Member(s) of the Company is \$160,000.00.
5. The total of the amounts listed in Paragraphs 2, 3 and 4 is \$200,000.00.

Park Avenue Leasing & Management, Inc.  
d/b/a Castlerock Development Group, a  
Florida corporation, Member

By: David C. Delgado, President  
David C. Delgado, President

(In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

(850)922-3709

11/17/98 13:06 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 17, 1998

ANDRE  
LOWNDES, DROSDICK, DOSTER, KANTOR  
P.O. BOX 86594  
ORLANDO, FL 32802-2809

SUBJECT: PROFESSIONAL CENTER OF LONGWOOD, LLC  
REF: W98000025881

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement is not sufficient.

Section 608.407(1)(f), Florida Statutes, requires the articles of organization to set forth 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 other event which terminates the continued membership of a member in the limited liability company. Reference to the operating agreement is not sufficient.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

FAX Aud. #: H98000021409  
Letter Number: 498A00055246