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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)922-4003

From: *Mary Lee Liggott*  
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
Account Number : 075471001363  
Phone : (305)374-5600  
Fax Number : (305)374-5095

LIMITED LIABILITY COMPANY

O-CARE, L.C.

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 26, 1999

O-CARE, L.C.  
8600 N.W. 17TH STREET, SUITE 100  
MIAMI, FL 33126

SUBJECT: O-CARE, L.C.  
REF: W99000001773

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.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with the electronic filing cover sheet.

I'm sorry I failed to mention the mailing address requirement in my previous letter.

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) 487-6913.

Diane Cushing  
Corporate Specialist

FAX Aud. #: R99000001942  
Letter Number: 599A00003464

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**ARTICLES OF ORGANIZATION  
OF  
O-CARE, L.C.**

**THE UNDERSIGNED** hereby certifies that the initial members of **O-CARE, L.C.** have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. 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 (the "Company") shall be **O-CARE, L.C.**

**ARTICLE II  
PURPOSES**

The general nature of the business or businesses to be transacted and which the Company is authorized to transact shall be as follows:

- A. To engage in any activity or business authorized under the Florida Statutes.
- B. In general, to carry on any and all incidental business; 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.

**ARTICLE III  
CAPITAL CONTRIBUTIONS**

Capital contributions in the aggregate amount of Two Hundred Dollars (\$200) in cash shall be paid to the Company by the two (2) initial members. Such amount shall be paid in proportion to such members' respective interests in the Company. Except as otherwise expressly provided in the Regulations of the Company, any other payment by the members in excess of the total contributions stated herein shall not be treated as a capital contribution to the Company.

This Document prepared by  
Marshall R. Burack, Esq.  
One S.E. Third Avenue, 28th Floor  
Miami, Florida 33131  
(305) 374-5600  
Fla. Bar #234621

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**DURATION**

The Company shall exist until the earlier of the date not exceeding forty (40) years from the date of filing of the Articles of Organization with the Department of State or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the Members, but in no event, will existence exceed forty (40) years from the date of filing these Articles of Organization with the Department of State.

**ARTICLE V  
PLACE OF BUSINESS IN THE STATE**

The address of the Company's place of business in the State of Florida shall be:

8600 N.W. 17th Street  
Suite 100  
Miami, FL 33126

The mailing address of the Company shall be at the same address.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The name and address of the initial registered agent and the initial registered office of the Company is:

American Information Services, Inc.  
One S.E. 3rd Avenue, 28th Floor  
Miami, Florida 33131

**ARTICLE VII  
TRANSFERABILITY OF MEMBER'S INTEREST;  
ADMISSION OF ADDITIONAL MEMBERS**

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's Regulations.

Additional persons may be admitted as additional members of the Company if i) the proposed additional member purchases an interest in the Company from the Company or from one or more of the existing members, ii) the purchase is approved by a majority-in-interest of the existing members, and iii) the proposed additional member executes a counterpart of, or an agreement adopting, the Company's Regulations.

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**ARTICLE VIII  
MANAGEMENT**

The business of the Company shall be managed by a board of managers, who shall be elected by the members, in accordance with the Company's Regulations. The names and addresses of the initial managers of the Company, who shall serve as managers until the first annual meeting of members and until their successors are elected and qualify, are as follows:

Marc Parness  
8600 N.W. 17th Street, #100  
Miami, FL 33126

David Davis  
8600 N.W. 17th Street, #100  
Miami, FL 33126

Ray Bailey  
10060 Amberwood Road #6  
Fort Myers, FL 33913

Joyce Parker  
4110 S.W. 34th Street #8  
Gainesville, FL 32608

Charles Barnes  
200 S. Patterson Street  
Valdosta, GA 31601

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**ARTICLE IX  
CONTINUATION OF BUSINESS OPERATIONS**

The Company may continue its business operations 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 a limited liability company only upon the unanimous approval of the remaining members.

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization as of the date set forth below.

REDWOOD HEALTHCARE CONSULTANTS, INC.

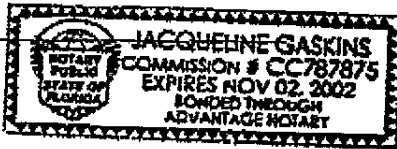
By: Marc Parness 1/13, 1999  
Name: Marc Parness  
Title: Sec'y-Treas.

STATE OF FLORIDA )  
                              )ss:  
COUNTY OF DADE )

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 22 day of January, 1999 by Marc Parness, as Sec'y-Treas of Redwood Healthcare Consultants, Inc., who is personally known to me or who has produced \_\_\_\_\_ (type of identification) as identification.

My Commission Expires:



Jacqueline Gaskins  
NOTARY PUBLIC

Print Name Jacqueline Gaskins

Commission No. CC787875

[NOTARIAL SEAL]

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of / O-CARE, 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 \$200.
- 3) No property other than cash is being contributed by members.
- 4) The total amount of cash or property anticipated to be contributed by members is \$200. This total includes amounts from 2 and 3 above.

**Redwood Healthcare Consultants, Inc.,  
a member of the above-named limited  
liability company**

By: Mac Parness

(In accordance with § 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.)

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State of Florida )  
                          ) SS  
County of Dade )

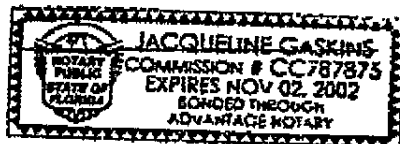
The foregoing instrument was acknowledged before me this 22 day of January, 1999, by Mac Parness, as Secy-Treas. of Redwood Healthcare Consultants, Inc.

Jacqueline Gaskins  
Notary Public

My Commission Expires:

Print Name: Jacqueline Gaskins

Commission No: CC 787875



Filing Fee: \$250 for Articles of Organization and Affidavit

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE  
UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS  
OF THE STATE OF FLORIDA, 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:

O-CARE, L.C.

2. The name and address of the registered agent and office is:

American Information Services, Inc.  
One S.E. 3rd Avenue, 28th Floor  
Miami, FL 33131

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**ACCEPTANCE BY REGISTERED AGENT**

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.

American Information Services, Inc.

By: *Wayne August*  
(Signature)

1/25/99  
(Date)

Filing Fee: \$35 for Designation of Registered Agent