

L99000002012



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REFERENCE : 198943 10943A

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 285.00

ORDER DATE : April 8, 1999

ORDER TIME : 10:51 AM

ORDER NO. : 198943-005

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CUSTOMER NO: 10943A

CUSTOMER: Mark S Feluren, Esq  
WALDMAN FELUREN & TRIGOBOFF,  
WALDMAN FELUREN & TRIGOBOFF,  
One Financial Plaza, Ste 1500

EFFECTIVE DATE  
4/8/99

Fort Lauderdale, FL 33394

DOMESTIC FILING

NAME: VALPLA, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<u>4/8/99</u>	CERTIFIED COPY
Availability	<u>XX</u>	PLAIN STAMPED COPY
	<u>ONE</u>	CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON: James Guy	
Updater	DCC	
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS:

L99000002012

FILED  
99 APR -9 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 APR -9 AM 11:30  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

OF

VALPLA, L.L.C.

EFFECTIVE DATE

4/5/99

## ARTICLE I

## NAME

The name of the limited liability company shall be Valpla L.L.C.

## ARTICLE II

## MAILING AND STREET ADDRESS

The mailing address and the street address of the limited liability company is c/o Westchester Physicians Center, Inc., 8741 Coral Way, Miami, Florida 33165. The limited liability company shall also have the power and authority to establish branch offices at such place or places both within and without the State of Florida as may be designated by the members.

## ARTICLE III

## PURPOSES AND POWERS

The general nature of the business or businesses 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.

2. 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.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, 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 these Articles of Organization; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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SECRETARY OF THE  
VALPLA, L.L.C.

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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, 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.

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-on, exercise, or do.

#### ARTICLE IV

##### CAPITAL CONTRIBUTIONS

Capital contributions in the aggregate total amount of Two

Thousand 00/100 (\$2,000.00) Dollars in cash shall be paid to the limited liability company by its initial members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

#### ARTICLE V

##### PROFITS AND LOSSES

The profits and losses of the limited liability company shall be allocated among the members on the basis of each member's capital account or as provided in an operating agreement among the members.

#### ARTICLE VI

##### LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE VII

##### DURATION

The limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### ARTICLE VIII

##### PRINCIPAL PLACE OF BUSINESS

The principal place of business of this limited liability company shall be located at c/o Westchester Physicians Center, Inc., 8741 Coral Way, Miami, Florida 33165, County of Dade, State of Florida.

**ARTICLE IX****MANAGEMENT AND MEMBERS**

The management of the limited liability company is reserved to its managing members; Westchester Physicians Center, Inc., 8741 Coral Way, Miami, Florida 33165 and Juan A. Valladares, M.D., P.A., 3400 S.W. 107 Avenue, Miami, Florida 33165.

**ARTICLE X****INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is One Financial Plaza, Suite 1500, Fort Lauderdale, Florida 33394, and the name of its initial registered agent at such address is Mark S. Feluren.

**ARTICLE XI****RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

Unless otherwise provided in an agreement among all members, A member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of 75% of the members.

The limited liability company shall cease to exist upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, unless the remaining members shall unanimously agree to continue the business of the limited liability company. In addition, upon the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

**ARTICLE XII****EXISTENCE OF LIMITED COMPANY**

The existence of the limited liability company shall begin on  
APRIL 5, 1999.


The undersigned, being the managing members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Valpla, L.L.C.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company under the laws of the State of Florida, the undersigned, constituting the managing members of this limited liability company, have executed these Articles of Organization this 1st day of April, 1999.

Juan A. Valladares, M.D., P.A.

By:   
Juan A. Valladares, President

Westchester Physicians Center Inc.

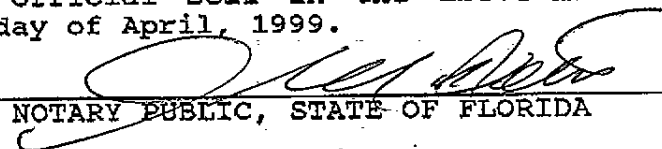
By:   
Luis Plasencia, President

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA            )  
                                   ) ss  
 COUNTY OF DADE            )

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared Juan A. Valladares, known to me to be the person described in and who executed the foregoing instrument as an authorized signatory and who is known to me or who has produced 76DV436421444510 as identification and acknowledged before me that he executed the same.

Witness my hand and official seal in the above-mentioned county and state this 1st day of April, 1999.

  
 NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:



Ane M Pettit  
 My Commission CC597980  
 Expires November 28 2000

4-02-1999 3:20PM

FROM WALDMAN FELUREN 954 467 6222

P.5

STATE OF FLORIDA            )  
                                  ) ss  
COUNTY OF DADE            )

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared Luis Plasencia, known to me to be the person described in and who executed the foregoing instrument as an authorized signatory and who is known to me or who has produced \_\_\_\_\_ as identification and acknowledged before me that he executed the same.

Witness my hand and official seal in the above-mentioned county and state this 1st day of April, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:



\_\_\_\_\_  
My Commission CC597960  
Expires November 28 2000

**AFFIDAVIT OF MANAGING MEMBER OF  
VALPLA, L.C.**

STATE OF FLORIDA                    }  
  } ss:  
COUNTY OF DADE                    }


BEFORE ME, the undersigned authority, duly authorized to administer oaths and to take testimony, personally appeared Luis Plasencia, President of Westchester Physicians Center, Inc., who, being first duly sworn, deposes and says that:

I am the President of Westchester Physicians Center, Inc., a Managing Member of Valpla, L.L.C. (the "Limited Liability Company").

1. The Limited Liability Company has at least two members.

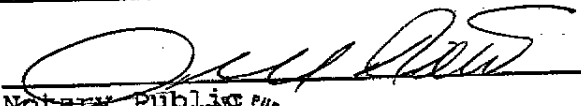
2. The amount of cash contributed by the members of the Limited Liability Company and the amount anticipated to be contributed by the members aggregates \$2,000.00; no property was nor is anticipated to be transferred.

FURTHER AFFIANT SAYETH NAUGHT.

  
Luis Plasencia

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FLORIDA  
SECRETARY OF STATE

The foregoing instrument was acknowledged before me this 1st day of April, 1999, by Luis Plasencia who is personally known to me or has produced FLX PLZS 520 380520 as identification.

  
Notary Public

Ana M Pettit  
My Commission CC597960

Print, Type or Stamp Name of  
Notary Public



Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed Florida Limited Liability Company named in the foregoing Articles of Organization.



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Mark S. Feluren

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