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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Aztec Medical Systems,  
LLC.

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**ARTICLES OF ORGANIZATION**

**OF**

**AZTEC MEDICAL SYSTEMS, L.C.**

The undersigned certify that we have associated ourselves 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be AZTEC MEDICAL SYSTEMS, L.C.

**ARTICLE II**

**EFFECTIVE DATE**

Pursuant to Section 608.409(1), Fla. Stat. (1997), the Limited Company's existence shall begin at the date and time when the Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on the original document.

**ARTICLE III**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be located at 1700 N.W. 66<sup>th</sup> Avenue, Suite 101 in the City of Plantation, County Broward, State of Florida, but it shall have the

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power and authority to establish branch offices at any other place or places as the members may designate. The address listed above will also serve as the mailing address.

#### **ARTICLE IV**

##### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial Registered Office of the Limited Company is 2665 South Bayshore Drive, Suite 603, in the City of Miami, County of Dade, State of Florida, and the name of Limited Company's initial Registered Agent is MARSHA G. MADORSKY.

#### **ARTICLE V**

##### **PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Limited Company is authorized to transact, shall be as follows:

1. The purpose and character of the Company is to perform medical claims review and/or data processing.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry 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 set forth in these Articles to the same extent as a natural person might or could do.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which the Limited Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. 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, governmental authority, or of any political or administrative subdivision, or department and to perform and carry out, assign, cancel, or rescind any of such contracts.
6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-on-fact for any persons or corporations, and perform any services under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the

formation, rights, privileges, and immunities of limited liability companies for profit.

7. 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 set forth in these Articles, either alone or in association with other 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.

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 Company, and the 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 contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

## **ARTICLE VI**

### **EXERCISE OF 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 managers of this Limited Company. This Article may be amended

from time to time in the Regulations of the Limited Company by majority unanimous  
vote of the Members of the Limited Company.

## **ARTICLE VII**

### **DURATION**

The Limited Company shall continue in full force and effect for twenty (20) years  
beginning on the date of filing of these Articles of Organization with the Department of  
State, or until dissolution prior thereto pursuant to the provisions hereof and upon filing  
of Articles of Dissolution with the Secretary of State pursuant to Florida Statute 608.441,  
or as provided in the Regulations adopted by the Members.

## **ARTICLE VIII**

### **MEMBERS**

The Limited Company shall be managed by two (2) managers. The name and  
address of the persons who shall serve as managers until the first annual meeting of  
Members or until their successor(s) are elected and qualified are as follows: —

<u>NAME</u>	<u>ADDRESS</u>
MARTIN L. MADORSKY	7800 S.W. 87 <sup>th</sup> Avenue Suite C-350 Miami, Florida 33176
WILLIAM PINTAURO	1700 N.W. 66 <sup>th</sup> Avenue Suite 101 Plantation, Florida 33313

**ARTICLE X**  
**MEMBERSHIP RESTRICTIONS**

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 Company. A Member's interest in the Limited Company may not be sold or otherwise transferred except with unanimous written consent of all Members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event terminates the continued membership of a Member in the Limited Company, the remaining Member shall have the right to continue the business and unanimous consent of the remaining Members.

**ARTICLE XI**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of Five Hundred Dollars (\$500.00) cash shall be paid to the Limited Company by the Members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the Members. Members may make contributions in equal shares, or such other proportions as determined from time to time by the Members.

## **ARTICLE XII**

### **PROFITS AND LOSSES**

#### **(A) PROFIT SHARING**

The Members shall be entitled to the net profits arising from the operation of the Limited Company business that remain after the payment of expenses of conducting the business of the Limited Company. Each member shall be entitled to a distributive share of the profits as set forth in the regulations of the Company.

#### **(B) LOSSES**

All losses that occur in the operation of the Limited Company business shall be paid out of the capital of the Limited Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the Members in shares equal to their ownership interest in the Limited Company.

## **ARTICLE XIII**

### **INDEMNIFICATION**

The Limited Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Limited Company. The Limited Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Limited Company, or is or was



serving at the request of the Limited Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Limited Company.

#### **ARTICLE XIV**

##### **POWER TO AMEND**

The power to adopt, alter, amend or repeal the Articles of Organization of the Limited Company shall be vested solely in the Members of the Limited Company, and shall be by a unanimous vote of approval of the Members.

#### **ARTICLE XI**

##### **LIMITATION OF LIABILITY OF MEMBERS**

The personal liability of the Members of the limited Company and other Members shall be limited to the maximum extent allowed by Florida law and

there shall be no Member who is personally liable for the debts of, or claims against, the Limited Company.

## **ARTICLE XVI**

### **LIMITED LIABILITY COMPANY REGULATIONS**

The power to adopt, alter, amend, or repeal the Regulations of the Limited Company shall be vested in the Members of the Limited Company. Regulations adopted by the Members may be repealed or altered; new regulations may be adopted by the Members; and the Members may prescribe in any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulations and management of the affairs of the Limited Company not inconsistent with Florida law or the Articles of Organization.

## **ARTICLE XVII**

### **PURCHASE OF COMPANY PROPERTY**

Real or personal property owned or purchased by the Company shall be held and owned and conveyance shall be made, in the name of the Company. Instruments and documents providing for the acquisition, mortgage, purchase money mortgage, promissory notes, or disposition of any, shall be valid and binding upon the Limited Company if they are executed by one or more Manager of the Limited Company or any authorized agent of the Manager or Members.

IN WITNESS WHEREOF, the undersigned authorized agent has caused these Articles of Organization to be executed this 10 day of May, 1999.

AZTEC MEDICAL SYSTEMS, L.C.

By:   
MARTIN L. MADORSKY, Member

By:   
WILLIAM PINTAURO, Member

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 608.407, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that AZTEC MEDICAL SYSTEMS, L.C. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Organization in the City of Miami, County of Dade, State of Florida, has named MARSHA G. MADORSKY, ESQ, located at 2665 South Bayshore Drive, Suite 603, Miami, Florida 33133, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Limited Company at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office, and as Registered Agent am familiar with, and accept, the obligations that position.

By: 

MARSHA G. MADORSKY

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**AFFIDAVIT  
OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA  
COUNTY OF DADE

In compliance with Florida Statutes Section 608.407(2), the undersigned Member or authorized representative of a Member of AZTEC MEDICAL SYSTEMS, L.C., deposes and says:

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1. The limited liability company identified above has at least two Members.
2. The total amount of cash contributed by the Members is One Thousand (\$1,000.00) Dollars.
3. If any, the agreed value of the property other than cash contributed by the Members is \$0.
4. The total amount of cash or other property anticipated to be contributed by the Members is One Thousand (\$1,000.00) Dollars. This total includes the amounts from 2 and 3 above.

AZTEC MEDICAL SYSTEMS, INC.

By: \_\_\_\_\_

Martin L. Madorosky, Member

By: \_\_\_\_\_

William Pintauro, Member

The foregoing instrument was acknowledged before me this 10 day of May, 1999, by Martin L. Madorosky and William Pintauro on behalf of AZTEC MEDICAL SYSTEMS, L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identified.

\_\_\_\_\_  
Notary Public

Nanette Bonilla-Caraballo  
Printed Name of Notary Public

My Commission Expires:



Nanette Bonilla-Caraballo  
My Commission CC850203  
Expires June 29, 2001