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To: Division of Corporations
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From: Mary Leeliggitt
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
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LIMITED LIABILITY COMPANY

Flagler Beach Dental, L.C.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 17, 1999

AKERMANN, SENTERFITT & EDISON, P.A.

SUBJECT: FLAGLER BEACH DENTAL, L.C.
REF: W99000011476

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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.

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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) 487-6025.

Cathy Mitchell
Corporate Specialist

FAX Aud. #: H99000011760
Letter Number: 599A00027164

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**ARTICLES OF ORGANIZATION
OF
FLAGLER BEACH DENTAL, L.C.**

THE UNDERSIGNED hereby certifies that the initial members of **FLAGLER BEACH DENTAL, 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 **FLAGLER BEACH DENTAL, 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 Twenty Thousand Dollars (\$20,000) 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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ARTICLE IV
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:

215 South 3rd Street
Flagler Beach, FL 32132

The mailing address of the Company shall be:

Flagler Beach Dental, L.C.
c/o Dental Services of America, Inc.
2260 S.W. 8th Street
Miami, FL 33135.

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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.

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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.

ARTICLE VIII **MANAGEMENT**

The business of the Company shall be managed by the members, in accordance with the Company's Regulations. The managing members shall be: (i) Doctor Dental Services, Inc., MGRM, and (ii) Roger Prieto, MGRM. The business address for both managing members is: 215 South 3rd Street, Flagler Beach, FL 32132.

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.

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

DENTAL DOCTOR SERVICES, INC.

By: *Luis Cruz*
Name: Luis Cruz
Title: Director

May 12, 1999

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**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:

FLAGLER BEACH DENTAL, 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: *Abeyan Joseph*
(Signature)

5/11/99
(Date)

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of **Flagler Beach Dental, 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 \$20,000.
- 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 \$20,000. This total includes amounts from 2 and 3 above.

**Dental Doctor Services, Inc.,
a member of the above-named limited
liability company**

By: _____


Luis Cruz, Director

(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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