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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

100002889971--3

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Metace, LLC

MJK 5/28/99

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CONNIE BRYAN

**ARTICLES OF ORGANIZATION
OF
METCARE, LLC**

**ARTICLE I
NAME**

The name of the Limited Liability Company is **METCARE, LLC**.

**ARTICLE II
ADDRESS**

The Company's mailing address and street address of the principal office is 5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486-1008.

**ARTICLE III
DURATION**

The period of duration for the Company shall be perpetual, except that the Company shall be dissolved and terminated upon the first to occur of 1) the determination in writing of all the Managers to dissolve and terminate the Company, or 2) the entry of a decree of judicial dissolution.

**ARTICLE IV
MANAGEMENT**

The Company will be managed initially by the following person who will serve as manager until the first annual meeting of the members or until his successor is elected and qualifies:

Lance Eisenberg
10710 S.W. 60th Avenue
Miami, Florida 33156

Thereafter, the Company will be managed by at least one manager who will be elected annually, as provided in the regulations of the Company.

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

Additional members of the Company may be admitted by a majority vote of its members, or as otherwise provided in the regulations of the Company from time to time.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company in the manner provided in the regulations of the Company.

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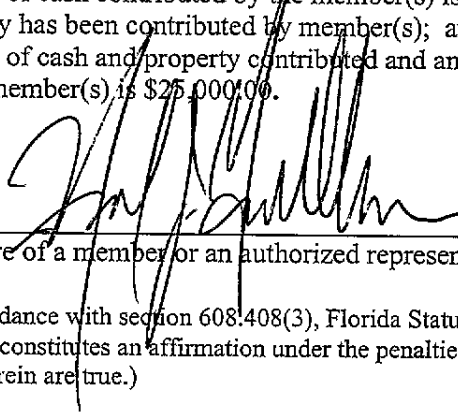
**ARTICLE VII
REGULATIONS**

The members may adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

**ARTICLE VIII
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of **METCARE, LLC** certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member(s) is \$1,500.00;
3. no other property has been contributed by member(s); and
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$25,000.00.



Signature of a member or an authorized representative of a member.

(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.)

NOEL J. GUILLAMA

Typed or printed name of signee

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**CERTIFICARE 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 STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: METCARE, LLC

2. The name and the Florida street address of the registered agent are:

Noel J. Guillama
NAME

5100 Town Center Circle, Suite 560
Florida street address(P.O. Box NOT acceptable)

Boca Raton, FL 33486-1008
CITY, STATE AND ZIP

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the 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.


SIGNATURE