

L990000003240

CAPITAL CONNECTION, INC.

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

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-06/07/99--01064--015
*****87.50 *****87.50

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*****197.50 *****197.50

Ultra Diagnostics, L.L.C.

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
✓ L.C. File Photo _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____

FILED

99 JUN -7 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GAVE _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search mailing address _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RECEIVED

99 JUN -7 AM 10:19

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TALLAHASSEE, FLORIDA

Name	6/7/99
Availability	dec
Document Examiner	DCC
Updater	DCC
Signature Verifier	DCC
Acknowledgement	DCC
Requested by:	DCC

Chris Duggar

AUTHORIZATION BY PHONE TO

add mailing address

DATE 6/7/99

DCC EXAM. dec

L990000003240

6-7-99 11:00

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
ULTRA DIAGNOSTICS, L.L.C.**

The undersigned acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Act, codified in Chapter 608, Florida Statutes, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles").

**ARTICLE I
Name**

The name of this Company shall be: ULTRA DIAGNOSTICS, L.L.C..

**ARTICLE II
Commencement Date and Duration**

This Company shall commence as of the date of filing these Articles of Organization in accordance with the provisions of Section 608.409(1) of the Act, and shall continue for a period of thirty (30) years from the commencement date or until dissolved by its members or managers in accordance with Section 608.441 of the Act, or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (a) Expiration of the term specified above;
- (b) Withdrawal, retirement, death, bankruptcy, dissolution, or expulsion of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company, unless the business of this Company is continued by the unanimous written consent of all the remaining members;
- (c) When there are fewer than two members of this Company;
- (d) Unanimous written agreement of all the members; and
- (e) When required by a court of competent jurisdiction.

**ARTICLE III
Purposes**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

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ARTICLE IV
Place of Business

The principal place of business of this Company shall be 4914 N. Armenia Ave., Tampa Fl. 33603, and such other place of places as may be designated by the members from time to time. The mailing address is the same.

ARTICLE V
Registered Agent and Office

The initial registered agent for this Company shall be John McCoskrie. The address of the registered agent for service of process shall be 4914 N. Armenia Ave., Tampa Fl. 33603.

ARTICLE VI
Admission of Members

The initial members of this Company are listed below. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Regulations.

John McCoskrie
FJB Holdings, Ltd.

ARTICLE VII
Continuation of Business

The members may, by unanimous written agreement, continue the business of this Company upon the withdrawal, retirement, death, bankruptcy, dissolution, or expulsion of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VIII
Management of Business

The management of this Company shall be vested entirely in its managers. The name and address of its sole manager who shall serve until the first annual meeting of the members or until his successor is duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
John McCoskrie	4914 N. Armenia Ave. Tampa, Fl. 33603

ARTICLE IX
Powers

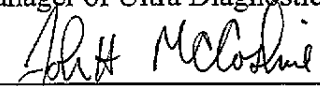
This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE X
Property

(a) **Ownership.** All property originally paid or brought into, contributed to, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) **Title.** The title to all property of this Company shall be held in the name of this Company.

(c) **Conveyance.** The manager(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by a majority of the managers if there is more than one. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf as manager. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

By: **John McCoskrie**
Manager of Ultra Diagnostics, L.L.C.


John McCoskrie

No third party need inquire any further than these Articles for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XI
Amendments

These Articles, except with respect to vested rights of the members, may be amended at any time either by (a) vote by a majority in interest of its members, or (b) vote of a majority of its managers. Such amendments shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XII
Regulations

The managers are hereby authorized and directed to prepare and adopt Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Regulations may conflict with the provisions of these Articles, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Regulations shall be set forth in the Regulations, except that the initial form shall be approved by all of the managers.

ARTICLE XIII
Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of this Company except by its managers, and no member is authorized or empowered to contract debts or incur liabilities on behalf of this Company unless such member is also a manager.

IN WITNESS WHEREOF, this undersigned has executed these Articles on the 27 day of May of 1999.

By: _____

John McCoskrie
John McCoskrie

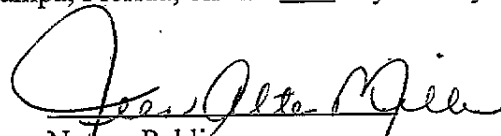
as organizer and member

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TALLAHASSEE, FLORIDA

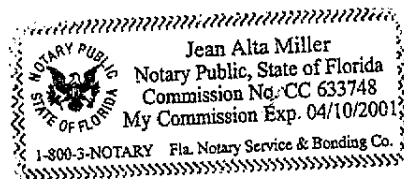
**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared John McCoskrie, to me known to be the person described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Tampa, Florida, on the 27 day of May of 1999.


Notary Public
State of Florida at Large

My Commission Expires:



**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: May 27, 1999



John McCoskrie

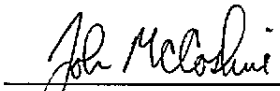
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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of ULTRA DIAGNOSTICS, L.L.C. deposes and says:

- (a) ULTRA DIAGNOSTICS, L.L.C. has at least two members.
- (b) The total amount of cash contributed by the members is \$100.00.
- (c) If any, the agreed value of property other than cash contributed by members is \$0.
- (d) The total amount of cash of property anticipated to be contributed by members is \$100.00. This total includes amounts from 2 and 3 above.

By:

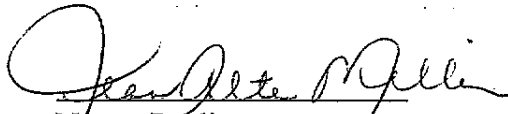

John McCoskrie
as organizer and member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared John McCoskrie, to me known to be the person described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Tampa, Florida, on the 27 day of May of 1999.


Notary Public
State of Florida at Large

My Commission Expires:

