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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

children's medical specialists, llc

W99-16754

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ARTICLES OF ORGANIZATION
OF
CHILDREN'S MEDICAL SPECIALISTS, LLC.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes,
for the purpose of forming a Limited Liability Company under the laws of the State of Florida do
set forth the following:

1. NAME.

The name of the Limited Liability Company is: Children's Medical
Specialists, LLC.

2. PERIOD OF DURATION.

The period of duration of the Limited Liability Company shall be from the
date of filing until the first to occur of the following:

(i) Fifty (50) years from the date of filing of these Articles of Organization with
the Department of State, or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the
Florida Limited Liability Company Act.

3. PURPOSE.

The purpose for which the Limited Liability Company is organized is to
engage in any and all businesses and activities permitted by the laws of the State of Florida. The

Prepared By:
Ronald R. Fieldstone, Esq.
200 S. Biscayne Boulevard, Suite 2100
Miami, Florida 33131
Office: (305) 982-1555
Florida Bar #180299

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Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS.

The address of the place of business in Florida for the Limited Liability Company is:

3100 S.W. 62nd Avenue
Miami, Florida 33155

5. REGISTERED AGENT.

The name and address of the initial registered agent in Florida for the Limited Liability Company is:

Ronald R. Fieldstone
Fieldstone, Lester, Shear & Denberg
200 S. Biscayne Blvd., Suite 2100
Miami, Florida 33131

6. CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: \$130,000.00 in cash and no other property is being contributed to the Limited Liability Company.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made in cash or by the contribution of

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property at such value as shall be approved by the Managers (as hereinafter referred). The Company will maintain a capital account for each Member in accordance with generally accepted accounting principles and the respective interests of the Members in the Company. Each Member's percentage ownership interest in the capital and profits of the Company shall be calculated as set forth in the Regulations or Operating Agreement of the Company.

8. CONTINUITY OF BUSINESS.

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 the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

9. MANAGEMENT.

The Limited Liability Company is to be managed by one or more managers (the "Managers"). The name and address of such Managers who is to serve until the first annual meeting of members or until his successors are elected and qualified is as follows:

- (1) Steven Melnick
3100 S.W. 62nd Avenue
Miami, Florida 33155
- (2) Athena Peikarou
3100 S.W. 62nd Avenue
Miami, Florida 33155

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Executed at Miami, Florida on the 11th day of

By: *Steven Melnick*
Steven Melnick, Manager

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

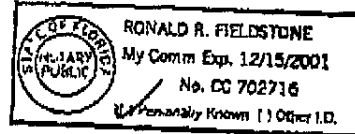
BEFORE ME, the undersigned authority personally appeared Steven Melnick, as Manager of Park Place Associates, L.L.C., who is personally known to me or who has produced _____ as identification and who did take an oath, acknowledged before me that he executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at Miami, Miami-Dade County, Florida, this 11th day of

Ronald R. Fieldstone
Signature

Print (Notary's Name)
Notary Public, State of Florida

Notarial Seal:



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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Children's Medical Specialists, LLC., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415, and is herewith simultaneous designated as registered agent by Children's Medical Specialists, LLC.

Executed this 1st day of

By: 

Ronald R. Fieldstone, Registered Agent

FOR THE LIMITED LIABILITY COMPANY:

By: 

Steven Melnick, Manager

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AFFIDAVIT OF MEMBERSHIPS AND CONTRIBUTIONS


The undersigned member or authorized representative of a member of Children's Medical Specialists, LLC., deposes and says:

1. The above limited liability company has at least two (2) member.
2. The total amount of cash contributed by the members is \$20,000.00
3. If any, the agreed value of property other than cash contributed by members is \$0. A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by members is \$20,000.00
5. The total amounts of 2, 3 and 4 is \$20,000.00
6. The street address of the principal office of the limited liability company is:

3100 S.W. 62nd Avenue
Miami, Florida 33155

7. The mailing address of the limited liability company is:

3100 S.W. 62nd Avenue
Miami, Florida 33155


STEVEN MELNICK

Signature of a member or authorized representative of a member
(In accordance with section 601.401(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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