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FROM: HOLLAND & KNIGHT

FAX NO.: 407 244 5288

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LIMITED LIABILITY COMPANY

TELEMEDICAL PROCEDURES LLC

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**ARTICLES OF ORGANIZATION FOR  
TELEMEDICAL PROCEDURES LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is: TELEMEDICAL PROCEDURES LLC.

**ARTICLE II. ADDRESS**

The mailing address and street address of the principal office of the Company is:

7845 Ellis Road, Suite 100  
Melbourne, Florida 32904

**ARTICLE III. DURATION**

The existence of the Company began on August 16, 1999. The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Regulations or by the unanimous written agreement of all Members.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are:

Ricardo A. Balda  
7845 Ellis Road, Suite 100  
Melbourne, Florida 32904

**ARTICLE V. MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager(s), who shall be elected by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager(s) shall also have the rights and responsibilities described in the Regulations of the Company. The name(s) and address(es) of the initial Manager(s) are as follows:

Ricardo A. Balda  
7845 Ellis Road, Suite 100  
Melbourne, Florida 32904

This instrument prepared by:  
Glenn A. Adams, Esq.-FL Bar No. 0767123  
Holland & Knight LLP  
Post Office Box 1526  
Orlando, FL 32802-1526  
(407) 425-8500

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Robert D. Martin  
SunTrust Building  
Suite 105  
501 North Grandview Avenue  
Daytona Beach, Florida 32118

Such Manager(s) shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

#### ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of Members holding a majority of the percentage interests of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

#### ARTICLE VII. CONTINUATION

The remaining Members of the Company may continue the business on 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 Company as provided in the Regulations of the Company.

#### ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

Medicomp, Inc.

By:   
Name: Robert D. Martin  
Title: CEO

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE  
OF TELEMEDICAL PROCEDURES LLC**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Telemedical Procedures LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: Telemedical Procedures LLC.
2. The name of the registered agent and the address of the registered office are:

NAME: Ricardo A. Balda

ADDRESS: 7845 Ellis Road, Suite 100  
Melbourne, Florida 32904

*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.*

*R. A. Balda*

Ricardo A. Balda

Date: August 16, 1999

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Telemedical Procedures LLC deposes and says:

- 1) The above-named limited liability company has at least one (1) member;
- 2) The total amount of cash contributed by the members is \$10,000;
- 3) No property other than cash has been contributed by the members;
- 4) The total amount of cash or property anticipated to be contributed by members, including the amounts indicated in paragraphs 2 and 3 above, is \$10,000.

Medicomp, Inc.

By: R. A. Balda  
Name: Ricardo A. Balda  
Title: President

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