C. Vincent Brown R. David Massey\* F. Douglas P. Evan Stanley E. McLeo Knox L. Haynsworth, III Christopher B. Roberts Arnold L. Ashley \*Professional Association †Certified Specialist Taxation



October 12, 1999

Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

Re:

Panama City Open MRI & Imaging, LLC

Dear Sir/Madam:

Enclosed please find the Articles of Organization for Panama City Open MRI & Imaging, Inc., in duplicate, the Certificate of Designation of Registered Agent/Registered Office, in duplicate and checks representing the appropriate filing fees.

Please return a filed copy of the Articles and Certificate to the undersigned.

In the event you have any questions or comments regarding these enclosures, please advise the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

BROWN, MASSEY, EVANS, McLEOD & HAYNSWORTH, P.A.

SEMc:crw

**Enclosures: Forms and Fees** 

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# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

#### ARTICLE I - Name:

The name of the Limited Liability Company is:

PANAMA CITY OPEN MRI & IMAGING, LLC

#### ARTICLE II - Address:

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

3295 River Exchange Drive - Suite 275 Norcross, GA 30092

## ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

## **ARTICLE IV - Management:** (Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

John K. Luke, Manager 3295 River Exchange Drive - Suite 275 Norcross, GA 30092

Gene Venesky

3295 River Exchange Drive-Suite 275 Norcross, GA 30092

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

## ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

#### ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to 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 limited liability company shall be:

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

JOHN K. LUKE

stated herein are true.)

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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:  PANAMA CITY OPEN MRI & IMAGING, LLC	
2. The name and the Florida street address of the registered agent are:	FILED  PO DOT 25 PM 5: 00
106 Medical Center Drive	
Florida street address (P. O. Box NOT ACCEPTABLE)  PANAMA CITY, FL 32405  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 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.

on K. Luke SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent