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CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Millennium Laser Florida,
LLC

STATE FEES PREPAID WITH CHECK #

4264

FOR \$

337.50

300002772663--4

-02/11/99--01040--005

***337.50 ***337.50

PLEASE FILE:

() ARTICLES OF INC.

() AMENDMENT

() DISSOLUTION

() ANNUAL REPORT

() MERGER

() WITHDRAWAL

(X) QUALIFICATION

() LIMITED PARTNERSHIP

() ANNUAL REPORT

() FICTITIOUS NAME

() LIMITED LIABILITY

() REINSTATEMENT

() TRADEMARK/SERVICE

() UCC-1

() UCC-3

PROVIDE US WITH:

(X) CERTIFIED COPY

() CERTIFICATE OF STATUS

() STAMPED COPY

M99-201

Name	022-11
Availability	
Document Examiner	
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Updater	
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Acknowledgment	
W. P. Verifier	

Examiner's Initials

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DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. MILLENNIUM LASER FLORIDA, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. December 18, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will exist or "perpetual")
6. Will begin upon receipt of Certificate of Authority
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8201 Peters Road, Suite 1000, Plantation, FL 33324
(Street address of principal office)

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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Cory Lessner, M.D.</u>	<u>MGR</u>	<u>Dr. Michael Davidson</u>	<u>MGR</u>
<u>8201 Peters Road, Suite 1000</u>		<u>7918 Jones Branch Dr., Suite 600</u>	
<u>Plantation, FL 33324</u>		<u>McLean, VA 22102</u>	
<u>Dr. Robert A. Samit</u>	<u>MGR</u>	<u>Scott Royster</u>	<u>MGR</u>
<u>7918 Jones Branch Dr., Suite 600</u>		<u>7918 Jones Branch Dr., Suite 600</u>	
<u>McLean, VA 22102</u>		<u>McLean, VA 22102</u>	
<u>Richard L. Perkal, Esq.</u>	<u>MGR</u>		
<u>Kirkland & Ellis</u>			
<u>655 15th Street NW</u>			
<u>Washington, DC 20005</u>			

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
MILLENNIUM LASER FLORIDA, 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 \$ 1,000,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000,000
(This total includes amounts from 2 and 3 above.)



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.)

Dr. Robert A. Samit

Typed or printed name of signee

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Filing Fee: \$250.00 for Application 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:

MILLENNIUM LASER FLORIDA, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

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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.

By: R. A. Jamil

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MILLENNIUM LASER FLORIDA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MILLENNIUM LASER FLORIDA, LLC" WAS FORMED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

2981729 8300

AUTHENTICATION: 9541166

991031298

DATE: 01-26-99



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Robert A. SAMIT, do hereby certify
that this Resolution of the Board of Directors of MILLENNIUM LASER FLORIDA, LLC
Florida
a corporation duly organized and existing under the laws of the State of Delaware
was duly adopted on JAN 25, 19 99.

Resolved, that MILLENNIUM LASER FLORIDA, LLC, organized
and existing in the State of Delaware, hereby adopts the
name MILLENNIUM LASER CENTERS LLC
for use in Florida.

Dated: JAN 25 1999

Robert A. Samit

Signature of at least one director

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