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From: Account Name : RAPPEL & RAPPEL, P.A.
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LIMITED LIABILITY COMPANY

VeroTone, LLC

L-10698

Certificate of Status	1
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**Fax Cover Sheet
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DATE: September 6, 2000

TO : Lee Rivers, Document Specialist
COMPANY : Florida Department of State
RECIPIENT'S FAX : (850) 922-4003
FROM : Robert Rappel, D.O., Esquire
RE : VeroTone, L.L.C. (Audit Number 00000046666)

COMMENTS : We are pleased to enclose the revised Articles of Organization for the above entity. We apologize for the error. Thank you for bringing it to our attention.

THIS MESSAGE IS INTENDED FOR ONLY THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH THIS ADDRESSER AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT OF THE EMPLOYER OR AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATING, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 6, 2000

RAPPEL & RAPPEL, P.A.

SUBJECT: VEROTONE, LLC
REF: W00000021809

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

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**ARTICLES OF ORGANIZATION
OF
VEROTONE, L.L.C.**

**ARTICLE I
NAME**

The name of the Limited Liability Company ("Company") is Verotone, L.L.C.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company is 3715 7th Terrace, Vero Beach, Florida 32963, such place as may be designated by the Members.

**ARTICLE III
REGISTERED AGENT AND ADDRESS**

The Registered Agent of the Company is DEC Consultants, Inc., and the address of the Registered Agent is 5070 Highway A1A, North, Suite 221, Vero Beach, Florida 32963-1216.

**ARTICLE IV
PURPOSE**

The purpose and character of the Company is to acquire, invest in, own, maintain, repair, lease, sell and otherwise use Extracorporeal Magnetic Innervation or ExMT[™] and all equipment and other personal property related or incidental thereto, and in connection with this purpose, and other activities related or incidental thereto, including without limitation, the borrowing of funds and the granting of security interests in its property and the purchase, lease license of clinic facilities. The Company shall have all powers granted to Limited Liability Companies under Florida Law.

**ARTICLE V
DURATION**

The Company shall continue in full force and effect for forty (40) years from the date of filing these Articles of Organization with the Secretary of State, or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Florida Statutes 608.441.

**ARTICLE VI
MANAGEMENT**

The Company shall be managed by its Members in proportion to their Sharing Ratios (herein so called) of each initial Member as set forth in the L.L.C. Regulations for the Company, and as adjusted from time to time to reflect the Sharing Ratios of any additional Members; provided, however, that the Members may, by regulation or operating agreement, provide for the management of the Company by the Members in a manner disproportionate to the Members' Sharing Ratios adjusted as hereinabove set forth. The managing Member of the Company and its address is:

Advanced Magnetic Therapy, Inc.

3715 7th Terrace
Vero Beach, Florida 32963-1216

**ARTICLE VII
ADDITIONAL MEMBERS**

Additional members may be admitted to the Company only upon the unanimous vote of the existing

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TALLAHASSEE FLORIDA

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Members. New members may be admitted upon such terms and conditions as the existing Members may determine.

ARTICLE VIII DISSOLUTION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the members may specify by regulation or operating agreement, which terminates the continued membership of a Member in the Company, the Company shall be dissolved unless within thirty (30) days after such event, the remaining Members agree in writing to continue the business of the Company.

ARTICLE IX INDEMNIFICATION

The Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Company. The Company shall indemnify any person who is or was a party, or who is threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

ARTICLE X LIMITATION OF LIABILITY OF MEMBERS

The personal liability of the Members to the Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Company.

ARTICLE XI TRANSFERABILITY OF INTEREST

No Member of the Company may transfer or assign its interest in the Company without the prior written consent of all of the other Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

ARTICLE XII POWER TO AMEND

The power to adopt, alter, amend or repeal the Articles of Organization of the Company shall be vested solely in the Members of the Company and shall be by a unanimous vote of approval of the Members.

ARTICLE XIII LIMITED LIABILITY COMPANY REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the limited liability company shall be vested in the Members of the Company. Regulations adopted by the Members may be repealed or altered; the Members may adopt new regulations; and the Members may prescribe any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the Articles of Organization.

[END OF TEXT]
[SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, the Member has caused these Articles of Organization to be executed this 5th day of September 2000.

ADVANCED MAGNETIC THERAPY, INC.



Nancy R. Cho, M.D., President

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TALLAHASSEE FLORIDA

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Fax Audit No: H00000046666

Fax Audit No.HD0000046666

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the Provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is:

VeroTone, L.L.C.
2. The name and address of the registered agent and office is:

DEC Consultants, Inc.
5070 Highway A1A, North
Suite 221
Vero Beach, Florida 32963-1216

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.



Robert Rappel, President

Dated: September 5, 2000

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

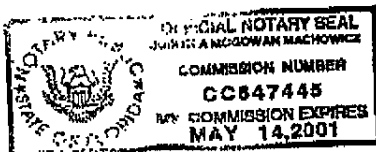
The foregoing instrument was acknowledged before me this 5TH day of September 2000, by Robert Rappel who is personally known to me and who did not take an oath.




Notary Public JUDITH A. MCGOWAN MACHOWICZ
Commission Number:

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 5TH day of September 2000, by Nancy Cho, M.D. who is personally known to me and who did not take an oath.




Notary Public JUDITH A. MCGOWAN MACHOWICZ
Commission Number:

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