

K9700000924

347 ALHAMBRA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- PAIN RELIEF ASSOCIATES, L.C.** **400002274284--1**
(Corporation Name) (Document #) **-08/22/97--01003--003**
***285.00 ***285.00
- (Corporation Name) (Document #)
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- Walk-In Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

97 AUG 21 PM 4:56
97 AUG 22 AM 8:44
97 AUG 22 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
RECEIVED

[Handwritten Signature]
7/22

ARTICLES OF ORGANIZATION
OF
PAIN RELIEF ASSOCIATES, L.C.

FILED
97 AUG 22 AM 8:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **PAIN RELIEF ASSOCIATES, L.C.**, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 220 Southeast Mizner Boulevard, Suite 207, Boca Raton, Florida 33432 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 10, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is AmeriLawyer® Chartered, at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 7 - MANAGEMENT

The Managers of the Company shall be:

Operating Manager: Michael L. Walerstein
Secretary: Frauke Hauk

whose addresses shall be the same as the mailing address of the Company.

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.



ARTICLE 10 - MANAGEMENT

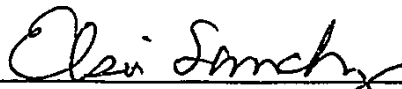
The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the members of the Company are:

Michael L. Walerstein
220 Southeast Mizner Boulevard, Suite 207
Boca Raton, Florida 33432

Optimal Life Frauke Hauk GmbH
3505 South Ocean Drive, Suite 271
Hollywood, Florida 33019

Frauke Hauk
3505 South Ocean Drive, Suite 271
Hollywood, Florida 33019

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this August 21, 1997.



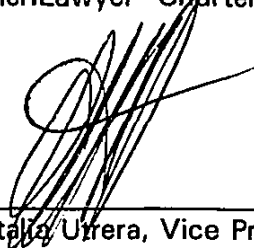
Elsie Sanchez, Authorized Representative of the
Members



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

AmeriLawyer® Chartered



By: _____
Natalia Urrera, Vice President

ARTLIMES



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF PAIN RELIEF ASSOCIATES, L.C.

The undersigned member or authorized representative of a member of PAIN RELIEF ASSOCIATES, L.C. deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of contributions of the member(s) to PAIN RELIEF ASSOCIATES, L.C. is as follows:

- | | | | |
|-----|---|----|----------|
| 2.1 | Cash: | \$ | 1,500.00 |
| 2.2 | Property: | \$ | 0.00 |
| | A description of the property is attached and made a part hereof. | | |
| 2.3 | Promissory Note: | \$ | 0.00 |
| 2.4 | Services Rendered: | \$ | 0.00 |

3. the total amount of other obligations to contribute to PAIN RELIEF ASSOCIATES, L.C. is as follows:

- | | | | |
|-----|---|----|------|
| 3.1 | Cash: | \$ | 0.00 |
| 3.2 | Property: | \$ | 0.00 |
| | A description of the property is attached and made a part hereof. | | |
| 3.3 | Services to be Performed: | \$ | 0.00 |

Oliver Sanchez

Signature of a member or authorized representative

(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.)

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97 AUG 22 AM 8:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA



PROPERTY EXHIBITS

Description of the Property Listed in 2.2 of the Affidavit of Membership and Contributions of PAIN RELIEF ASSOCIATES, L.C. is as follows:

Description of the Property Listed in 3.2 of the Affidavit of Membership and Contributions of PAIN RELIEF ASSOCIATES, L.C. is as follows:

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TALLAHASSEE FLORIDA

