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ACCOUNT NO. : 072100000032

REFERENCE : 799407 80360A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 160.00

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ORDER DATE : October 29, 2002

ORDER TIME : 2:34 PM

ORDER NO. : 799407-005

CUSTOMER NO: 80360A

CUSTOMER: Ms. Karen E. Wendzel
Lindell & Kellison, P.a.

12276 San Jose Blvd.
Suite 126
Jacksonville, FL 32223

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NAME: NEUROTECH HOLDING COMPANY, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION FOR
NEUROTECH HOLDING COMPANY, LLC**

ARTICLE I - NAME

The name of the limited liability company is Neurotech Holding Company,

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of Neurotech Holding Company, LLC, is 2233 Park Avenue, Suite 405, Orange Park, Florida 32073.

ARTICLE III - DURATION

The period of duration for Neurotech Holding Company, LLC, shall be perpetual commencing with the filing of these Articles of Organization.

**ARTICLE IV - REGISTERED AGENT, REGISTERED OFFICE,
& REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent is:

Karen E. Wendzel, Esquire
12276 San Jose Boulevard, Suite 126
Jacksonville, Florida 32223

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 as provided for in Chapter 608, F.S.


Karen E. Wendzel

ARTICLE V - MANAGEMENT

Neurotech Holding Company, LLC, is to be managed by the members. The name and address of the members at this time are:

Charles W. Laskey
2233 Park Avenue, Suite 405
Orange Park, Florida 32073

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Thomas F. Hardin, D.O.
2233 Park Avenue, Suite 405
Orange Park, Florida 32073

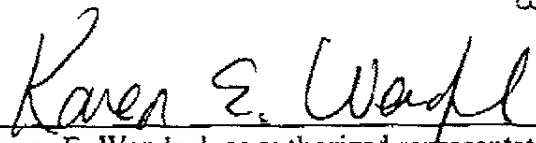
ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to Neurotech Holding Company, LLC only upon the unanimous written consent of the existing members.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event which terminates the continued membership of a member in the company, the remaining member, or members, shall have the right to continue the business of the company, subject to the terms of any operating agreement, members' agreement or similar agreement entered into hereafter between the parties.

IN WITNESS WHEREOF, the undersigned authorized representative of Neurotech Holding Company, LLC, has hereunto set his hand and affixed his seal this 29th day of October, 2002.


Karen E. Wendzel, as authorized representative for
the Company