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South Bay
Primary
NEUROLOGY
Care, P.A.

Christopher L. Valencia, M.D.

Diplomate
American Board of Psychiatry and Neurology
American Board of Internal Medicine

4051 Upper Creek Dr., Ste 1
Sun City Center, FL 335
(813) 634-332
Fax (813) 634-476

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December 11, 2003

Spina IDD Therapy Cent.
134 N. Moon Av.
Brandon, FL 3351
(813) 657-471
Fax (813) 685-835

The Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

We respectfully request the processing for registration of the enclosed Articles of Organization of SOUTH BAY MEDICAL EQUIPMENT LEASING, L.L.C. as a Florida Limited Liability Company. Also enclosed is a check for \$160.00 to cover the following:

\$100.00	Filing fee
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy
\$ 5.00	Certificate of Status

Our official address, telephone number and the proposed Registered Agent are:

4051 Upper Creek Drive
Sun City Center, Florida 33573
Tel. No. 813-634-3323
GEORGINA V. LLAMAS

Please consider our intention to have the registration effective as of December 31, 2003. Thank you.

Very truly yours,

Georgina V. Llamas
GEORGINA V. LLAMAS
Member & Registered Agent

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**ARTICLES OF ORGANIZATION for SOUTH BAY
MEDICAL EQUIPMENT LEASING, L.L.C., a Florida
Limited Liability Company**

The undersigned Member and Registered Agent hereby , makes, subscribes and files with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with Chapter 608.401 of the Florida Statutes.

ARTICLE I: The name of the Limited Liability Company is SOUTH BAY MEDICAL EQUIPMENT LEASING, L.L.C.

ARTICLE II: The mailing address and street address of the principal office of the company is:

4051 Upper Creek Drive, Suite 111
Sun City Center, Florida 33573

ARTICLE III: The name and the Florida street address of the Registered Agent:

GEORGINA V. LLAMAS
4051 Upper Creek Drive, Suite 111
Sun City Center, Florida 33573

ARTICLE IV: The general and specific purposes of the company are:

- 1) To engage in the ownership, leasing, management, repair and maintenance of Medical Capital Equipment including but not limited to the Intervertebral Disc Decompression (IDD) Therapy system equipment, and any other major medical equipment necessary for the operational efficiency and maximum utilization of the IDD therapy system;

By
V. Llamas
Georgina

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- 2) To engage in the business of leasing and/or sub-leasing to independent contractors who will operate the capital equipment under the terms and conditions of the Leasing Agreement agreed upon by the parties;
- 3) To obtain loans or other forms of financing for the purchase and maintenance in good repair of the leased equipment and to use the same as collateral, if necessary.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the company from extending its activities to any related or otherwise permissible business purposes which may become necessary, profitable or desirable for the furtherance of the company's objectives expressed above.

ARTICLE V: The charter members of SOUTH BAY MEDICAL LEASING, L.L.C. are:

CHRISTOPHER L. VALENCIA, ATHENA L. VALENCIA, EDWIN H. LARDIZABAL, FELIX B. VALENCIA, JR. and GEORGINA V. LLAMAS.

Membership in the company will be limited to immediate family members of the above-named charter members and any new membership shall require the anonymous approval of all existing members.

ARTICLE VI: The initial capitalization of the company shall be \$2,600.00 representing the contributions in cash of the charter members, as follows:

CHRISTOPHER L. VALENCIA	\$1,000.00
ATHENA L. VALENCIA	1,000.00
EDWIN H. LARDIZABAL	200.00
FELIX B. VALENCIA, JR.	200.00
GEORGINA V. LLAMAS	200.00

Any future contributions shall be determined by the Managing Members according to the Operating Agreement of the company adopted on December 16, 2003.

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ARTICLE VII: The company shall be managed by the Managing Members or any professional Management company appointed by them and approved by a majority of the current members.

ARTICLE VIII: The company shall continue to exist for a period of thirty (30) years from the date of formation and effectivity, i.e. December 31, 2003.

ACKNOWLEDGEMENTS

Having been named as Registered Agent to accept service of process for the SOUTH BAY MEDICAL EQUIPMENT LEASING L.L.C. at the place designated in these Articles of Organization, 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 in Chapter 608, Florida Statutes.


Registered Agent's Signature

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



CHRISTOPHER L. VALENCIA, M.D.
Signature of Member