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er to

FRIEDMAN & FROST, P.L.

ATTORNEYS AT LAW

A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING PROFESSIONAL ASSOCIATIONS

IIII BRICKELL AVENUE

SUITE 2050 MIAMI, FLORIDA 33131

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IRWIN M. FROST, P.A.
IRWIN M. FROST, ESQ.
BOARD CERTIFIED TAX ATTORNEY

December 16, 2003

WRITER'S DIRECT DIAL:
TELEPHONE (305) 374-3001
FACSIMILE (305) 374-3075
E-MAIL: frostlawr@aol.com

Via: Federal Express

Secretary of State Corporate Records Bureau Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: Articles of Organization for Premier Pain Care, P.L.

Gentlemen:

Enclosed please find the Articles of Organization for Florida Limited Liability Company for filing, along with our check in the amount of \$160.00 for the following costs:

Filing Fees	\$ 125.00
Certified Copy of	
the Articles	30.00
Certificate of Status	5.00

Please return a certified copy of the Articles and a Certificate of Status in the enclosed self addressed stamped envelope.

Very truly yours,

IRWIN M. FROST, P.A

Rosie Zamora, Legal Assistant

/rz Encls. 1coc609a.19a

ARTICLES OF ORGANIZATION FOR PREMIER PAIN CARE, P.L.

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Article I Name

The name of the Professional Limited Liability Company is:

PREMIER PAIN CARE, P.L.

Article II Address

The mailing address and street address of the principal office of the Professional Limited Liability Company is 4900 S.W. 91st Avenue, Miami, Florida 33161.

Article III Registered Agent

The registered agent shall be Irwin M. Frost, P.A., Irwin M. Frost, Esq., 1111 Brickell Avenue, Suite 2050, Miami, FL 33131.

Article IV Duration

The period of duration for the Professional Limited Liability Company shall be perpetual.

Article V Management

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the member(s) is/are:

Emilio Suarez, D.O., P.A. 4900 S.W. 91st Avenue Miami, FL 33161

Article VI Admission of Additional Members

The members may admit additional members with the approval of all of the members, on such terms and conditions as may be approved by the members, and the additional member to be admitted.

Article VII Members Rights to Continue Business

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The remaining members have the right to continue the business of PREMIER PAIN CARE. P.L. upon the death, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in PREMIER PAIN CARE, P.L.

Article VIII

Membership interests in the Professional Limited Liability Company shall only be issued to physicians in good standing or professional associations owned only by physicians in good standing and duly licensed within the State of Florida to render medical services. The nature of the business is rendering medical services.

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).

Irwin M. Frost, Authorized Representative
Typed or Printed Name of Signee

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

SWORN AND SUBSCRIBED BEFORE ME, this 6 day of December, 2003 by Irwin M. Frost, Authorized Representative, who is personally known to me.

Notary Public

State of Florida at Large

ROSARIO ZAMORA
MY COMMISSION # CC 879141
EXPIRES: December 26, 2003
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ACCEPTANCE

FILED

Having been named as Registered Agent for the above named corporation, I hereby agree to £11 9: 38 act in such capacity for such corporation as its registered office.

IRWIN M. FROST

BEFORE ME, the undersigned authority, personally appeared IRWIN M. FROST, to me known to be the Registered Agent of PREMIER PAIN CARE, P. L., and acknowledged that he freely and voluntarily executed the said Articles of Organization for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this / day of December, 2003.

Notary Public, State of Florida

at Large

My/Commission Expires:

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