

Mar-08-04

12:15pm

From-Katz Barron Squitiero Faust P.A.

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY AMENDMENT

ASSOCIATES REHAB SOUTH, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 5, 2004

ASSOCIATES REHAB SOUTH, LLC
770 PONCE DE LEON BLVD, STE 200
MIAMI, FL 33134

SUBJECT: ASSOCIATES REHAB SOUTH, LLC
REF: L04000010349

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.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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) 245-6025.

Trevor Brumbley
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ASSOCIATES REHAB SOUTH, LLC**

**(Original Articles of Organization
filed with the Secretary of State of
the State of Florida on February 6, 2004)**

Pursuant to Sections 608.411 and 608.407 of the Florida Limited Liability Company Act (the "Act"), the Articles of Organization of the undersigned limited liability company are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Company is **ASSOCIATES REHAB SOUTH, LLC.**

**ARTICLE II
ADDRESS**

The mailing address and principal business address of the Company is **770 Ponce de Leon Blvd., Suite 200, Miami, Florida 33134.**

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Company is **770 Ponce de Leon Blvd., Suite 200, Miami, Florida 33134**, and the name of the initial registered agent of the Company at that address is **Juan Carlos Ramos.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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This instrument prepared by:

Anna Krimshtein, Esq.

Fla. Bar No. 0153419

KATZ, BARRON, SQUITERO & FAUST

2699 South Bayshore Drive, 7th floor

Miami, Florida 33133

(305)856-2444

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ARTICLE IV
DURATION AND EFFECTIVE DATE

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The period of the Company's duration shall be perpetual, unless the Company is dissolved earlier pursuant to the provisions of the Regulations of the Act.

ARTICLE V
MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed by one (1) initial Manager. The Manager shall hold the office and have the responsibility accorded to them by the members and set out in the operating agreement. The name and address of the initial Manager is:

Juan Carlos Ramos
770 Ponce de Leon Blvd., Suite 200
Miami, Florida 33134

IN WITNESS WHEREOF, the undersigned authorized representative of a member has hereunto set his hand and seal this 1st day of March, 2004.



Juan Carlos Ramos, Authorized Representative of
Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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 this position as registered agent.

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IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 1st day of March, 2004.



Juan Carlos Ramos

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