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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

lwp holdings, llc

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DIVISION OF CORPORATIONS

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**ARTICLES OF ORGANIZATION
OF
LWP HOLDINGS, LLC
A Florida Limited Liability Company**

The undersigned, as an authorized representative of LWP Holdings, LLC, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), does hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is: LWP Holdings, LLC (the "Company")

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:

1600 S. Federal Hwy, Suite 350
Pompano Beach, Florida 33062

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company are:

Kenneth S. Pollock, Esq.
Newman, Pollock & Klein, LLP
2424 N. Federal Highway
Suite 411
Boca Raton, Florida 33431

ARTICLE IV - DURATION

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

ARTICLE V - PURPOSE AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Act and all amendments and supplements thereto, or any law enacted to take the place thereof.

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TALLAHASSEE, FLORIDA

The Company shall have the power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI- INDEMNIFICATION

The Company hereby agrees to indemnify each manager, managing member, officer, employee and agent of the Company to the extent authorized by, and in accordance with the provisions of Fla. Statutes §608.4229.

ARTICLE VII - MANAGEMENT

The Company shall be managed by the manager (the "Manager") as further provided in the Operating Agreement. The name and address of the Manager who is to serve as the Manager of the Company until the first annual meeting of the Members or until their successors is/are duly appointed and qualified is as follows:

NAME

Life Without Pain Management, Inc.

ADDRESS

1600 S. Federal Hwy, Suite 350
Pompano Beach, Florida 33062

ARTICLE VIII - ADMISSION OF NEW MEMBERS

The Company may admit new Members upon the approval of the Manager, provided the proposed Members assent to the terms of, and execute, the Operating Agreement. A Member may transfer his or her membership units (each, a "Unit") only in accordance with the terms and subject to the conditions contained in the Operating Agreement

ARTICLE IX - LIMITATION ON AGENCY AUTHORITY TO MEMBERS

Pursuant to section 608.4235 of the Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

ARTICLE X - RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If any provisions of these Articles of Organization differ or otherwise conflict with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern. Any Operating Agreement relating to this Company must be in writing and signed by all of the members.

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IN WITNESS WHEREOF, the undersigned, an authorized representative of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does hereby make and file these Articles of Organization, at Boca Raton, Florida, on this 4th day of February, 2005.

By: Kenneth S. Pollock
Print name: Kenneth S. Pollock, Esq.
An Authorized Representative

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/OFFICE
OF
LWP HOLDINGS, LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, LWP HOLDINGS, LLC A FLORIDA LIMITED LIABILITY COMPANY (THE "COMPANY"), HEREBY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

COMPANY

The name of the Company is: LWP Holdings, LLC.

REGISTERED AGENT/OFFICE

The name of the registered agent and the street address of the registered office are

Name: Kenneth S. Pollock, Esq.
Address: Newman, Pollock & Klein, LLP
2424 N. Federal Highway
Suite 411
Boca Raton, Florida 33431

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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 agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and is familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F S

NEWMAN, POLLOCK & KLEIN, LLP

By: Kenneth S. Pollock
Print name: Kenneth S. Pollock, Esq
Title: Partner
Date: February 4, 2005

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