

01/23/2006 16:22 FAX 239 598 3499

FOWLER WHITE BOGGS BANKER P.A. (NAPLES OFFICE)

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Division of Corporations

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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

NEUROSCIENCE PRACTICE INSTITUTE, PLLC

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**ARTICLES OF ORGANIZATION FOR
FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY**

2006 JAN 23 A 8:47

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEUROSCIENCE PRACTICE INSTITUTE, PLLC

THE UNDERSIGNED, under the Florida Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, hereby makes, acknowledges, adopts, and files the following Articles of Organization:

ARTICLE I - NAME

The name of the professional limited liability company is NEUROSCIENCE PRACTICE INSTITUTE, PLLC (the "Company").

ARTICLE II - ADDRESS

The mailing address of the Company is 9510 Bonita Beach Road, Suite 102, Bonita Springs, FL 34135. The street address of the principal office of the Company is 6150 Diamond Center Court, Building 400, Fort Myers, FL 33912.

ARTICLE III - REGISTERED AGENT & REGISTERED OFFICE

The name and the Florida street address of the registered agent is Fowler White Boggs Banker P.A., 5811 Pelican Bay Boulevard, Suite 600, Naples, FL 34108.

ARTICLE IV - PURPOSE

The general purposes for which this Company is organized shall be to render medical services, and to do all things in connection therewith that are customarily performed by a physician licensed under the laws of the State of Florida. In furtherance of its company purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a limited liability company by the Professional Service Corporation and Limited Liability Company Act.

ARTICLE V - LIMITATION ON MEMBERSHIP

No one other than an individual who is duly licensed or legally authorized to render licensed medical services in the State of Florida or an organization described in Section 621.051 of the Florida Professional Service Corporation and Limited Liability Company Act may become a member of the Company. No member of the Company shall enter into an agreement vesting another person with the authority to exercise the voting power of any membership interest in the Company. Any member who becomes legally disqualified to render the medical services set forth in Article IV shall

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sever all employment with and financial interest in the Company. No member of the Company may sell or transfer his interest in the Company, except to another individual or an organization eligible to become a member of the Company. 47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI – MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and the address of the initial manager of the Company is Geoff Colino at 9510 Bonita Beach Road, Suite 102, Bonita Springs, FL 34135.

NOW THEREFORE, the undersigned has executed these Articles of Organization as the authorized representative of the member and acknowledged them to be his act this 23rd of January, 2006.

By: 
Aaron A. Farmer, Esq.
Authorized Representative of Member

(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.)

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FILED

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
NEUROSCIENCE PRACTICE INSTITUTE, PLLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 608, Florida Limited Liability Company Act, Fowler White Boggs Banker P.A. located at 5811 Pelican Bay Boulevard, Suite 600, Naples, FL 34108, having been named as registered agent to accept service of process upon **NEUROSCIENCE PRACTICE INSTITUTE, PLLC** hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

NOW THEREFORE, the undersigned corporation has caused this Certificate to be executed Naples, Florida on this 23rd day of January, 2006.

FOWLER WHITE BOGGS BANKER P.A.
(as Registered Agent)

By: 

Aaron A. Farmer

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