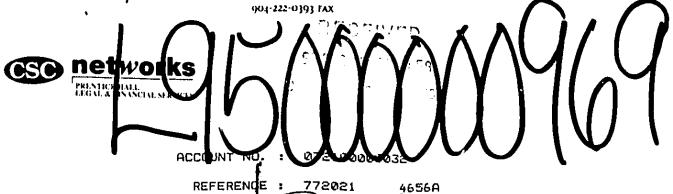
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AUTHORIZATION :

COST LIMIT: \$ 337.50

ORDER DATE: December 15, 1995

ORDER TIME : 12:09 PM

ORDER NO. : 772021

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CUSTOMER NO: 4656A

CUSTOMER: Esther J. Forbes, Legal Asst GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A.

22nd Floor

1221 Brickell Avenue Miami, FL 33131-3238

## DOMESTIC FILING

NAME: NEURO NETWORK, L.C.

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|    | ARTICLES | OF  | INCORPORATION |
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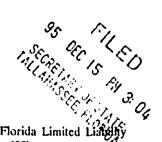
XX CERTIFIED COPY \_ PLAIN STAMPED COPY \_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

T. BROWN DEC 1 5 1995

### ARTICLES OF ORGANIZATION OF NEURO NETWORK, L.C.



These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

- 1. Name. The name of the this limited liability company is Neuro Network, L.C. ("Company").
- 2. <u>Duration</u>. The Company shall exist from the date of filing these Articles with the Department of State until the earlier of December 31, 2045 or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless Members owning a majority of the percentage interests in the Company consent to continue the Company; provided, however, that the Company shall not dissolve upon the occurrence of any of the events described in Florida Statutes Section 608.441(1)(c) with respect to a member that is not a member of the Management Committee.
- Mailing Address and Street Address. The Company's mailing and street address is: 3200 S.W. 60 Court, Suite 302, Miami, Florida 33158.
- 4. Registered Agent and Office. The name of the initial registered agent of the Company is Trevor J. Resnick, M.D. The street address of the initial registered agent of the Company is 3200 S.W. 60 Court, Suite 302, Miami, Florida 33158.
- 5. Additional Members. Additional members to the Company may be admitted by the Management Committee of the Company.
- 6. <u>Termination of Membership.</u> In the event of the death, retirement, resignation, expulsion, or bankruptcy, or other event that terminates the continued membership of any member of the Management Committee of the Company, the remaining Members may, by a vote of members owning a majority of the percentage interests in the Company, continue the business of the Company. The Company will continue the business in the event of the death, retirement, resignation, expulsion, or bankruptcy, or in the event of the dissolution, of a member or the occurrence of any other event that terminates the continued membership of any member that is not a member of the Management Committee of the Company.
- 7. Management of the Company. The management of the limited liability company is reserved to a management committee. The following persons will initially be the management committee members:

#### Name and Address

Robert F. Cullen, Jr., M.D. Neuro Network, L.C. 3200 S.W. 60 Court, Suite 302 Miami, Florida 33158

Luis Alvarez, M.D. Neuro Network, L.C. 3200 S.W. 60 Court, Suite 302 Miami, Florida 33158 Prasanna Jayakar, M.D. Neuro Network, L.C. 3200 S.W. 60 Court, Suite 302 Miami, Florida 33158

Marcel J. Deray, M.D. Neuro Network, L.C. 3200 S.W. 60 Court, Suite 302 Miami, Florida 33158

Trevor J. Resnick, M.D. Neuro Network, L.C. 3200 S.W. 60 Court, Suite 302 Miami, Florida 33158

Roberto F. Tuchman, M.D. Neuro Network, L.C. 3200 S.W. 60 Court, Suite 302 Miami, Florida 33158

Anthony H. Wolpert, C.P.A. Wolpert & Kaufman, P.A. 9200 South Dadeland Boulevard, Suite 614 Miami, Florida 33156

- 8. <u>Regulations</u>. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company, by a vote of members owning two-thirds of the percentage interests in the Company.
- 9. Right to Become Member. An assignce of an interest in the Company may become a member only with the consent of a majority of the percentage interests in the Company.
- 10. <u>Date of Existence of the Company</u>. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of December  $\frac{14}{100}$ , 1995.

Trevor J. Resnick, M.D.

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Neuro Network, L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$24,000; and
- 3) the total amount of eash or property anticipated to be contributed by members is \$24,000.

Signature of a member or 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).



PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Neuro Network, L.C.

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2. The name and address of the registered agent and office is:

Trevor J. Resnick, M.D. Neuro Network, L.C. 3200 S.W. 60 Court, Suite 302 Miami, Florida 33158

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 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.

(Signature)

로 (Date)

## FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY FLORIDA DEPARTMENT OF STATE Sandra B. Mortham ANNUAL REPORT Secretary of State . \* 1996 DIVISION OF CORPORATIONS **FILING FEE** Annual Report \$100.00 + \$135.75 Corporation Supplemental Fee \$ 238.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE 1 Name and Mailing Address **DOCUMENT** #L95000000969 of Limited Liability Company NEURO NETWORK, L.C. 1a. Principal Place of Business Address 3200 S.W. 60 COURT 3200 S.W. 60 COURT SUITE 302 SUITE 302 MIAMI FL 33158 MIAMI FL 33158 If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a 2 Principal Place of Business 2a. Mailing Address 3. Date Organized or Qualified 3a. State of Formation 12/15/1995 FL Suite, Apt. #, etc. Suite Apt. #, etc. 4. FEI Number City & State City & State 65-062624. 5. Date of Last Report 6. Certificate of Status Desired Country Country B. 15 Additional Fee Required 7. Name and Address of Current Registered Agent 8. Name and Address of New Registered Agent RESNICK, TREVOR J M.D. B200 S.W. 60 COURT Street Address (P.O. Box Number is Not Acceptable) SUITE 302 <u>000001814140</u>| MIAMI FL 33158 Suite, Apt. #. alc. City Zip Code 9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations. SIGNATURE \_ (Herpsteren Aprel Accepting Appendixen) (HOM) (Homesteren Aprel Aprel Medical Months and Appendix (Homesteren Appendix A 10. Title Managing Members/Managers **Business Street Address** City, State and Zip Code CULLEN, ROBERT F JR., M \$200 S.W. 60 COURT, SUITE MIAMI FL ALVAREZ, LUIS M.D. MGRM \$200 S.W. 60 COURT, SUITE MIAMI FL DAYAKAR, PRASANNA M.D \$200 S.W. 60 COURT, SUITE MGRM MIAMI FL DERAY, MARCEL J M.D. MGRM \$200 S.W. 60 COURT, SUITE MIAMI FL RESNICK, TREVOR J MGRM \$200 S.W. 60 COURT, SUITE MIAMI FL MGRM TUCHMAN, ROBERTO F B200 S.W. 60 COURT, SUITE MIAMI FL

11 I do hereby certify that the information supplied with this filing is voluntarily lumished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as it made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attrict must be an address.

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TROWN J. BON.CK, MD SIGNATURE AND TYPLD OR PRINTED HAME OF SIGNING MANAGING MEMBER ON MANAGER

Applied For

Not Applicable

# FILE NOW: Fee after May 1, will be \$263.75

| A  | D LIABILITY COMPANY  | -CT   | will be \$263.7   | _  | 7 11 1   | NEVED  |
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| - Frincipal Pi   | भू address is incorrect in any way. line th<br>ace of Business   | 2a. Mailing Address                                       | 1 and enter correction in Block 2s  |  | - 55136  |  |
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| as registered officer<br>as registered officer                   | provisions of Sections 608.416 and<br>or registered agent, or both, in the St.<br>, and accept the obligations.  | 1 608 508, Florida Statutes<br>ate of Florida. Such chang | City s, the above-named limited lia e was authonzed by aftirmative  | ability company sub                            | Zip Code   | 0  |
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| 10. Title  | (Registered Agent Accepting Appoil Managing Members/Managers   | iningA benefit ged 31CAN - Inventor                       | s, the above-named limited had been as authorized by affirmative as authorized when rendating.  Business Street Address |  | Ε  |  |
| GRM CAMPA  | Managing Members/Managers NO, GASTON   | Mingrati (6x3) Hegistered Agon                            | t Equature required when reinstaterq)<br>Business Street Address  | DAT  | ECity, State and 2   | Pin Code   |
| GRM CAMPA  | Managing Members/Managers NO, GASTON   | Allmenti (ANSTE Registered Agont                          | Business Street Address  DIXIE HWY, St  | UITE 1 MT                                      | City. State and Z  | Pip Code   |
| GRM CAMPA  | Managing Members/Managers  NO, GASTON  PAUO, CASTOLL V   | Allment (Next Herpsteind Agent                            | Business Street Address  DIXIE HWY, St  | UITE 1 MT                                      | City. State and Z  | Pip Code   |
| GRM CAMPA  | Managing Members/Managers  NO, GASTON  PAUO, CASTOLL V   | Allment (Next Herpsteind Agent                            | Business Street Address  DIXIE HWY, St  | UITE 1 MT                                      | City. State and Z  | Pip Code   |
| GRM CAMPA  | Managing Members/Managers  NO, GASTON  PAUO, CASTOLL V   | 11767 S   | Business Street Address  DIXIE HWY, St  | UITE 1 MI                                      | City. State and Z  AMI FI 33   | 215 Code<br>315 G  |
| GRM CAMPA  | Managing Members/Managers NO, GASTON   | 11767 S   | Business Street Address  DIXIE HWY, St  | UITE 1 MI                                      | City. State and Z  AMI FI 33   | 215 Code<br>315 G  |
| GRM CAMPA  | Managing Members/Managers  NO, GASTON  PAUO, CASTOLL V   | 11767 S   | Business Street Address  DIXIE HWY, St  | UITE 1 MI                                      | City. State and Z  AMI FI 33   | Pip Code   |
| GRM CAMPA  | Managing Members/Managers  NO, GASTON  PAUO, CASTOLL V   | 11767 S   | Business Street Address  DIXIE HWY, St  | UITE 1 MI                                      | City. State and Z  AMI FL 32  HIBAU, FL  P W BALL, F   | 3154<br>- 33146<br>- 33146   |
| GRM CAMPA  | Managing Members/Managers  NO, GASTON  PAUO, CASTOLL V   | 11767 S   | Business Street Address  DIXIE HWY, St  | UITE 1 MI                                      | City. State and Z  AMI FL 32  HIBAU, FL  P W BALL, F   | 3156<br>- 33146  |
| GRM CAMPA  | Managing Members/Managers  NO, GASTON  PAUO, CASTOLL V   | 11767 S   | Business Street Address  DIXIE HWY, St  | UITE 1 MI                                      | City, State and Z  AMI FL 33  HIGHLI, FC  LUCKELL, FC  LUCKELL 13  5/08/96~-010                | 3156<br>- 33146<br>- 33146   |
| GRM CAMPA  | Managing Members/Managers  NO, GASTON  PAUO, CASTOLL V   | 11767 S   | Business Street Address  DIXIE HWY, St  | UITE 1 MI                                      | City. State and Z  AMI FL 32  HIBAU, FL  P W BALL, F   | 3156<br>- 33146<br>- 33146   |
| GRM CAMPA  | Managing Members/Managers  NO, GASTON  PAUO, CASTOLL V   | 11767 S   | Business Street Address  DIXIE HWY, St  | UITE 1 MI                                      | City, State and Z  AMI FL 33  HIGHLI, FC  LUCKELL, FC  LUCKELL 13  5/08/96~-010                | 3156<br>- 33146<br>- 33146   |
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| C. Title  GRM CAMPA  SEM CAMPA  SEM CAMPA                        | Inegatived Agreed Accepting August Managing Members/Managers  NO. GASTON  PAUO, GASTOLI V.  BN ORZ, ENLULIA  | 11767 S<br>3900 N   | Business Street Address  DIXIE HWY, ST  LW. 79 DVR SA  A.W. 79 DVR SA   | UITE 1 MI JITE 5 CA                            | City, State and 2  AMI FL 32  HIGHLI 15  15/08/96010  ***238.75 **                             | 1 33166<br>1 33166<br>1 33166<br>1 33166<br>1 33161  |
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