

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
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1950000969

ACCOUNT NO. : 07210000032

REFERENCE : 772021 4656A

AUTHORIZATION : *Patricia Pujato*

COST LIMIT : \$ 337.50

ORDER DATE : December 15, 1995

ORDER TIME : 12:09 PM

ORDER NO. : 772021

100001003101

CUSTOMER NO: 4656A

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUERIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: NEURO NETWORK, L.C.

 ARTICLES OF INCORPORATION
XX LIMITED LIABILITY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

T. BROWN DEC 15 1995

FILED
95 DEC 15 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
NEURO NETWORK, L.C.

FILED
95 DEC 15 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Duration. 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.
3. 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. Termination of Membership. 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. Deraay, 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. Regulations. 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 assignee 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. Date of Existence of the Company. 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 14, 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 cash 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).

FILED
95 DEC 15 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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.

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)



(Date)

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

APPROVED

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 238.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: **FLORIDA DEPARTMENT OF STATE**

1 Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000969

NEURO NETWORK, L.C.
3200 S.W. 60 COURT
SUITE 302
MIAMI FL 33158

1a. Principal Place of Business Address
3200 S.W. 60 COURT
SUITE 302
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
Suite, Apt. #, etc.
City & State
Zip Country

3. Date Organized or Qualified 12/15/1995
3a. State of Formation FL
4. FEI Number 65-062624
 Applied For
 Not Applicable
5. Date of Last Report
6. Certificate of Status Desired
 No Additional Fee Required

7. Name and Address of Current Registered Agent
RESNICK, TREVOR J M.D.
3200 S.W. 60 COURT
SUITE 302
MIAMI FL 33158

8. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
Zip Code
000001814140
-05/08/96--01101--015
***238.75 ***238.75
FL

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 _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when resigning)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	CULLEN, ROBERT F JR., M	3200 S.W. 60 COURT, SUITE	MIAMI FL
MGRM	ALVAREZ, LUIS M.D.	3200 S.W. 60 COURT, SUITE	MIAMI FL
MGRM	JAYAKAR, PRASANNA M.D	3200 S.W. 60 COURT, SUITE	MIAMI FL
MGRM	DERAY, MARCEL J M.D.	3200 S.W. 60 COURT, SUITE	MIAMI FL
MGRM	RESNICK, TREVOR J	3200 S.W. 60 COURT, SUITE	MIAMI FL
MGRM	TUCHMAN, ROBERTO F	3200 S.W. 60 COURT, SUITE	MIAMI FL

11 I do hereby certify that the information supplied with this filing is voluntarily furnished 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 if 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 attachment with an address.

SIGNATURE: *Trevor J. Resnick*
TREVOR J. RESNICK, MD 4/2/96 (305)662-8330
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #

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

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1 Name and Mailing Address
of Limited Liability Company

DOCUMENT #L95000000978

ROYAL APARTMENTS HOLDINGS, L.C.
11767 S DIXIE HWY
SUITE 106
MIAMI FL 33156

1a. Principal Place of Business Address
11767 S DIXIE HWY
SUITE 106
MIAMI FL 33156

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

Suite, Apt. #, etc

Suite, Apt. #, etc

City & State

City & State

Zip

Country

Zip

Country

3. Date Organized or Qualified
12/20/1995

3a. State of Formation
FL

4. FEI Number

65-0627429

Applied For

Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

Additional Fee Required

7. Name and Address of Current Registered Agent

SKINNER, TRACEY A
4675 POINCE DE LEON BLVD
SUITE 305
COFAL GABLES FL 33146

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc

City

Zip Code
FL

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 _____

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-registering)

10. Title

Managing Members/Managers

DATE

Business Street Address

City, State and Zip Code

MGRM CAMPANO, GASTON

1767 S DIXIE HWY, SUITE 1

MIAMI FL 33156

MGRM CAMPANO, GASTON V.

3900 N.W. 79 AVE SUITE 504

MIAMI, FL 33146

MGRM HERNANDEZ, EDUARDO

3900 N.W. 79 AVE SUITE 504

MIAMI, FL 33146

100001813301
-05/08/96--01256--004
***238.75 ***238.75

AGB

11. I do hereby certify that the information supplied with this filing is voluntarily furnished 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 if made under oath; that I am a managing member or manager of the limited liability company of 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 attachment with an affidavit.

SIGNATURE: _____

GASTON CAMPANO

4/23/96 (305) 640-0604