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TELEPHONE  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 180037 4323655

AUTHORIZATION

COST LIMIT : \$ 293.75

96 DEC -9 PM 4:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 9, 1996

ORDER TIME : 9:08 AM

ORDER NO. : 180037-015

CUSTOMER NO: 4323655

400002023184--7

CUSTOMER: Katherine Russell, Legal Asst  
ANNIS MITCHELL COCKEY EDWARDS  
& ROEHN, P.A.  
Suite 2100  
One Tampa City Center  
Tampa, FL 33602

DOMESTIC FILING

NAME: UNIVERSAL PAIN INSTITUTE, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED  
16 DEC -9 AM 9:50  
DIVISION OF CORPORATION  
12-9-96

December 6, 1996

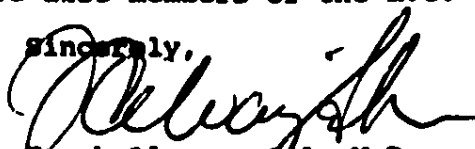
Florida Department of State  
Division of Corporations

Re: Consent for Use of Name  
UNIVERSAL PAIN INSTITUTE, L.C.

Dear Madam or Sir:

The undersigned, on behalf of Universal Pain Institute, Inc., a Florida corporation (the "Corporation"), does hereby consent to the use of the name "UNIVERSAL PAIN INSTITUTE, L.C." (the "L.C."), by the members named in the L.C.'s Articles of Organization. The shareholders of the Corporation are also members of the L.C.

Sincerely,



Frank Alvarez-Gil, M.D.  
Chief Executive Officer of  
Universal Pain Institute, Inc.

5378-003-0377206.01

**ARTICLES OF ORGANIZATION  
OF  
UNIVERSAL PAIN INSTITUTE, L.C.**

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96 DEC -9 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is **UNIVERSAL PAIN INSTITUTE, L.C.**, a Florida limited liability company (the "Company").

2. Duration. The Company shall have perpetual existence, commencing upon the filing of these Articles of Organization with the Department of State.

3. Place of Business. The mailing and street address of the Company's principal office in the State of Florida is **2822 W. Virginia Avenue, Tampa, Florida 33607.**

4. Registered Agent and Office. The name of the initial registered agent of the Company is **Joseph W.N. Rugg.** The street address of the initial registered agent of the Company is **201 N. Franklin Street, Suite 2100, Tampa, Florida 33602.**

5. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$10.00. No additional contributions have been agreed upon.

6. Additional Members. Additional members to the Company may be admitted, but only upon the consent of a majority of the members of the Company at the time admission is sought.

7. Termination of Membership. Upon the resignation, expulsion, bankruptcy, death or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company, but only in accordance with the regulations and operating agreement of the Company.

8. Management of the Company. The Company shall be managed by the members in accordance with the regulations and operating agreement. The Company shall initially be managed by the following four (4) members:

**Universal Partners, Inc.**

**2822 W. Virginia Avenue  
Tampa, Florida 33607**

**Frank Alvarez-Gil, M.D.**

**2822 W. Virginia Avenue  
Tampa, Florida 33607**

George Alvarez, M.D.

2822 W. Virginia Avenue  
Tampa, Florida 33607

Raymond Bauzys, M.D.

2822 W. Virginia Avenue  
Tampa, Florida 33607

9. 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.

10. Transfer of Interest. No member shall have the right to transfer any interest in the Company without compliance with the regulations and operating agreement of the Company. If the transfer is not in such compliance, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

11. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

6<sup>th</sup> The undersigned has executed these Articles of Organization effective as of the day of November, 1996.  
December

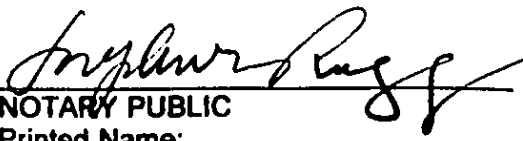
  
Frank Alvarez-Gil, M.D.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 6<sup>th</sup> day of December, 1996, before me personally appeared Frank Alvarez-Gil, M.D., who is personally known to me and did not take an oath.



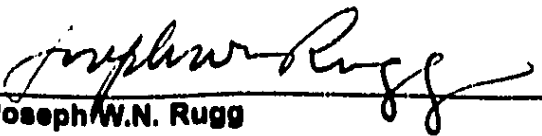
JOSEPH W. N. RUGG  
My Commission CC370767  
Expires May, 08, 1998  
Bonded by HAI  
800-422-1555

  
NOTARY PUBLIC  
Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

FILED  
96 DEC -9 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Joseph W.N. Rugg

Dated: ~~December~~ November 6, 1996.

**AFFIDAVIT OF LIMITED LIABILITY COMPANY  
PURSUANT TO FLORIDA STATUTES SECTION 606.407(2)**

FILED  
96 DEC -9 PM 4:03  
SECRETARY  
TALLAHASSEE  
STATE  
FLORIDA

I, **Frank Alvarez-Gil, M.D.**, being one of the initial members of **UNIVERSAL PAIN INSTITUTE, L.C.**, a Florida limited liability company, hereinafter referred to as the "Company," who, upon being sworn, certify as follows:

1. The Company has at least two (2) members.
2. The members of the Company have contributed a total of \$10.00 of cash to the Company. It is not anticipated at this time that any additional cash will be contributed by the members to the Company.
3. No property other than the cash identified above will be contributed.

Executed this 6<sup>th</sup> day of December, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

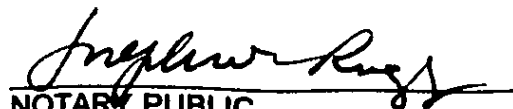
  
Frank Alvarez-Gil, M.D.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 6<sup>th</sup> day of December, 1996, before me personally appeared **Frank Alvarez-Gil, M.D.**, who is personally known to me and did not take an oath.



JOSEPH W. N. RUGG  
My Commission CC370767  
Expires May, 06, 1998  
Bonded by HAI  
HC0-422-1555

  
NOTARY PUBLIC  
Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_