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BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9255

TELECOPIER (813) 223-9620

December 8, 1997

MAHLON H. BARLOW, III
DALE K. BOHNER
JOHN R. BUSH
MINDY L. CARREJA
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
R. J. HAUGHEY, II
RICHARD B. HADLOW
PAUL L. HUEY
DAVID M. JEFFRIES
BRENT A. JONES

NASREEN M. KADIVAR
S. TODD MERRILL
CRAIG A. MINEGAR
ALEXANDRA M. RENARD
JEREMY P. ROSS
JOHN F. RUDY, II
EDWARD O. SAVITZ
ALICIA J. SCHUMACHER
NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

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Corporate Records Bureau of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Center for Nicotine Addiction, Inc. - Name Change Amendment
Center for Nicotine Addiction, L.C. - Articles of Organization

Ladies and Gentlemen:

On behalf of our client, Center for Nicotine Addiction, Inc., I am enclosing executed Articles of Amendment to its Articles of Incorporation, effecting the name change reflected therein, together with a check in the amount of \$35 in satisfaction of the required filing fee. Separately enclosed are Articles of Organization being filed on behalf of Center for Nicotine Addiction, L.C., together with an additional copy thereof to be certified and returned. A separate check for \$302.50 in payment of the filing and certification fees is also enclosed.

Yours truly,

Jeremy P. Ross

Name	12/17/97
Availability	dcc
Document	enclosures
Examiner	139948 DCC
Classifier	DCC
Classifier	DCC
Verifier	DCC
Acknowledgement	DCC
W.P. Verifier	DCC

C. TAX	285.00
FILING	17.50
R. AGENT FEE	
C. FEE	
T. FEE	
N. FEE	
DATE DUE	
REFUND	

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
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DIVISION OF CORPORATIONS

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C Corafla

**ARTICLES OF ORGANIZATION
OF
CENTER FOR NICOTINE ADDICTION, L.C.**

The undersigned, acting as a member of the captioned limited liability company under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), hereby files the following Articles of Organization:

ARTICLE I

Name

The name of the limited liability company is CENTER FOR NICOTINE ADDICTION, L.C. (the "Company").

ARTICLE II

Period of Duration

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State and thereafter shall remain in existence until such time as the occurrence of any dissolving event defined in the Company's Regulations.

ARTICLE III

Address of Principal Office

The Company's mailing address and the street address of its principal office shall be 3725 West Grace Street, Suite 300, Tampa, Florida 33607.

ARTICLE IV

Name and Street Address of Initial Registered Agent

The Company's initial registered agent shall be Jeremy P. Ross, whose address is 220 South Franklin Street.

ARTICLE V

Additional Members

The members are authorized to admit additional members to the Company in the manner set forth in the Company's Regulations.

ARTICLE VI

Management of the Company

The Company shall be managed by one of its members, Holt Consulting & Investment, Inc., a Florida corporation also maintaining a current principal address at 3725 West Grace Street, Suite 300, Tampa, Florida 33607 ("Holt"). Holt will manage the Company until it resigns or is terminated in accordance with the Company's Regulations.

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SECRETARY OF STATE
TAMPA, FLORIDA

ARTICLE VII
Continuation of the Company

The Company shall not automatically terminate upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that the member whose membership is terminated is not then a manager of the Company. Upon termination of the membership of a member who is a manager, the Company will automatically terminate, provided that the holders of a majority in interest of the Membership Interests (as that capitalized term is defined in the Company's Regulations) of the Company shall have the right to continue the business of the Company.

ARTICLE VII
Regulations

The power to adopt, alter, amend or repeal the Company's Regulations shall be vested in its members, to the extent and in the manner described therein.

ARTICLE VIII
Indemnification

The Company shall indemnify any managing member, manager, officer, employee or agent of the Company, or his, her or its personal representatives, devisees, heirs, successors or assigns in the manner and to the extent contemplated by §608.4363, Florida Statutes, or any successor thereto.

In witness whereof, the undersigned member has executed these Articles of Organization on December 8, 1997.

CENTER FOR NICOTINE ADDICTION,
L.C.

By: Holt Consulting & Investment, Inc.

By: 
Ralph S. Campbell, Vice-President

137402

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.407, Florida Statutes, Center For Nicotine Addiction, L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Jeremy P. Ross as its Registered Agent for the purpose of accepting service of process within such State, and designates the business address of its Registered Agent, 220 South Franklin Street, Tampa, Florida 33602, as its Registered Office.

CENTER FOR NICOTINE ADDITION, L.C.

BY: Holt Consulting & Investment, Inc., a
member

By: _____

Ralph S. Campbell, Vice President

ACKNOWLEDGMENT

The undersigned hereby accepts his appointment as Registered Agent of the above named limited liability company and agrees to act as such in accordance with the provisions of §§48.091 and 608.407, Florida Statutes. The undersigned is familiar with and accepts the obligations of such position.

Jeremy P. Ross

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

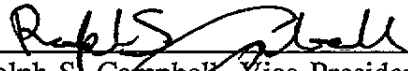
The undersigned member of Center For Nicotine Addiction, L.C. in accordance with the provisions of *Fla. Stat. §608.407(2)*, declares that:

1. Center For Nicotine Addiction, an entity intending to qualify as a Florida limited liability company (the "Company"), presently has at least two members.
2. The members of the Company have made contributions to the Company's equity capital in the form of cash, property and/or services having a fair market value of \$1,000, and do not presently anticipate effecting further contributions. Consequently, it is anticipated that the fair market value of the total contribution to be made by the members to the Company will be \$1,000.

Dated: December 8, 1997

CENTER FOR NICOTINE ADDICTION,
L.C.

By: Holt Consulting & Investment, Inc., a
member

By: 
Ralph S. Campbell, Vice President

(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.)

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