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January 14, 1998

00789-02746-00671
W99-1974

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Golf Essentials, L.L.C.
Our file no. S06098

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-01/20/98-01008-005

****285.00 ****285.00

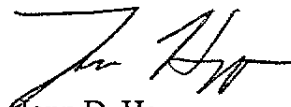
2/5

Dear Sir or Madam:

Enclosed for filing, please find the Articles of Organization, Acceptance and Affidavit of Membership and Contributions regarding Golf Essentials, L.L.C., together with our check in the amount of \$285.00 for the filing fee.

If you have any questions or require further documentation, please contact me.


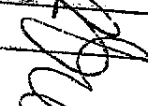
Very truly yours,


Jonn D. Hoppe

93 FEB -5 PM 2:58
SECTION 1
DIVISION OF CORPORATIONS

JDH/sch
Enclosures

cc: Mr. Edwin Soriano

| | |
|-------------------|---|
| Name | |
| Availability | |
| Document Examiner |  |
| Updater |  |
| Updater Verifier | |
| Acknowledgement | |
| W. P. Verifier | |



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 1999

JOHN D. HOPPE
PETERSON & MYERS, P.A.
P.O. BOX 24628
LAKELAND, FL 33802-4628

SUBJECT: GOLF ESSENTIALS, L.L.C.
Ref. Number: W99000001976

We have received your document for GOLF ESSENTIALS, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 399A00003545

ARTICLES OF ORGANIZATION
OF
GOLF ESSENTIALS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be GOLF ESSENTIALS, L.L.C.

ARTICLE II - DURATION

The limited liability company shall have perpetual duration.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the address of the Company in Florida shall be 303 Security Square, Winter Haven, Florida 33880, and its mailing address is the same.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in golf instruction and physical therapy consultations, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Amor Ladia, at 303 Security Square, Winter Haven, Florida 33880.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VI - NAMES OF MEMBERS AND CAPITAL CONTRIBUTIONS

The initial members of the Company and their contribution to the capital of the company shall be:

| | |
|---|------------------|
| Rehab Specialists Inc. - Winter Haven, | \$1000.00 |
| a Florida corporation | |
| 303 Security Square | |
| Winter Haven, Florida 33880 | |

| | |
|-----------------------------------|------------------|
| Marty DeAngelo | \$1000.00 |
| 5353 Isleworth Country Club Drive | |
| Windermere, Florida 34786 | |

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

No additional contributions of cash or property are required to be made to the Company, except as the members may otherwise unanimously agree upon as provided in the Regulations of the Company to be hereafter adopted by the Members of the Company (the "Regulations").

ARTICLE VIII - ADDITIONAL MEMBERS

The Members may admit to the Company additional Member(s) to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members. Admission of any such Additional Member(s) requires the written consent of all Members then having any Interest in the Company. Any Additional Members are allocated gain, loss, income or expense by the method provided in the Regulations, and if no method is specified, then as may be permitted by Section 706(d) of the Code.

ARTICLE IX - CONTINUATION OF BUSINESS

Any rights of the remaining members to continue the business of the company upon the death, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company shall be as set forth in the Regulations.

ARTICLE X - MANAGEMENT

The Company is to be managed by one (1) Manager. The initial Manager will serve until the first annual meeting of the members or until his successor is elected and qualified. The initial Manager's name and address is as follows:

AMOR LADIA

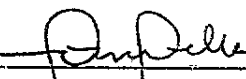
303 Security Square
Winter Haven, Florida 33880

ARTICLE XI - REGULATIONS

The Members of the Company shall hereafter adopt the Regulations setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Regulations shall be vested in the Members of the Company by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of organization this 13th day of January, 1999.

**REHAB SPECIALISTS INC. - WINTER HAVEN,
a Florida corporation**

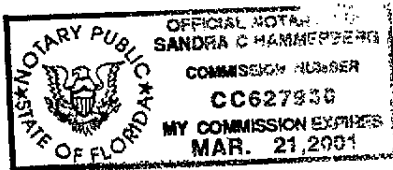
By: 
Amor Ladia, Vice President

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Amor Ladia, on behalf of Rehab Specialists Inc. - Winter Haven, a Florida corporation, who [] is personally known to me or who ☒ has produced current Fl. D.L. as identification.

WITNESS my hand and official seal this 13th day of January, 1999, at Lakeland, Florida.

(NOTARIAL SEAL)



Sandra C. Hammerberg

Notary Public
State of Florida at Large
My Commission Expires:

ACCEPTANCE

Having been named to accept service of process for the above-stated Company at the place designated as sated in these Articles of Organization, 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, and I am familiar with and accept the duties and obligations of Chapter 608, Florida Limited Liability Company Act.

DATED this 13th day of January, 1999.



AMOR LADIA, Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GOLF ESSENTIALS, L.L.C., deposes and states:

1. The above-named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is \$2,000.00.
3. If any, the agreed value of the property other than contributed by members is none.
4. The total amount of cash or property anticipated to be contributed by members are \$2,000.00. This total includes amounts from paragraphs 2 and 3 above.

**REHAB SPECIALISTS INC. - WINTER HAVEN,
a Florida corporation**

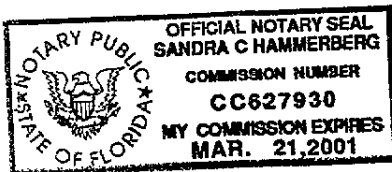
By: 
Amor Ladia, Vice President

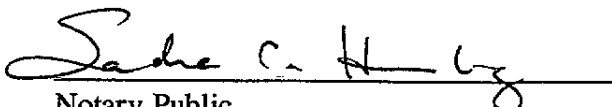
**STATE OF FLORIDA
COUNTY OF POLK**

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Amor Ladia, on behalf of Rehab Specilaist Inc. - Winter Haven, a Florida corporation, who [] is personally known to me or who ~~X~~ has produced current FL DL as identification.

WITNESS my hand and official seal this 13th day of January, 1999, at Lakeland, Florida.

(NOTARIAL SEAL)




Notary Public
State of Florida at Large
My Commission Expires: