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BURGESS, HARRELL, MANCUSO, OLSON & COLTON, P.A.

Attorneys at Law

James H. Burgess, Jr.\*  
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<sup>\*\*</sup>Board certified real estate lawyer  
<sup>o</sup>Certified circuit and family court mediator

April 22, 1999

**BY OVERNIGHT DELIVERY**

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-04/26/99--01166--006  
\*\*\*285.00 \*\*\*285.00

Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Filing of Articles of Organization for Florida Limited Liability Company  
SPINE, PAIN & REHABILITATION CENTER OF PORT  
CHARLOTTE, L.L.C.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization, Certificate of Designation of Registered Agent/Registered Office, and Affidavit of Membership and Contributions for the above referenced corporation, and a check in the amount of the following:

Articles Filing Fee	\$250.00
Affidavit Fee	35.00
Total	\$285.00

Please file the original and return your evidence of filing to me.

Thank you for your promptness. If you should have any questions regarding the enclosures, please contact me.

Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

Yours truly,

Donald J. Harrell/wh.

Donald J. Harrell  
For the Firm

DJH/lbr

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 23 AM 11:02

1776 Ringling Boulevard - Sarasota, Florida 34236  
Telephone (941) 366-3700 - Facsimile (941) 366-0189  
E-Mail Address - bhmoc@gte.net

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

EACH UNDERSIGNED, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, does hereby certify as follows:

ARTICLE I - NAME

The name of the Limited Liability Company is: Spine, Pain & Rehabilitation Center of Port Charlotte, L.L.C.  
("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is: \_\_\_\_\_  
1776 Ringling Blvd., Sarasota, Florida 34236

ARTICLE III - DURATION

The existence of the Company shall commence upon the date of execution of this instrument, which shall be within 5 business days prior to filing hereof. The period of duration for the Company shall be: until midnight on December 31, 2030

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in the state is: Donald J. Harrell  
1776 Ringling Blvd., Sarasota, Florida 34236. If the registered also executed this instrument, the registered agent hereby accepts the appointment as registered agent, and states that the registered agent is familiar with, and accepts, the obligations of that position.

ARTICLE V - MANAGEMENT

The Company is to be managed by one or more members, and the name and address of each is: \_\_\_\_\_  
Steven M. Tucci, 1447 Peregrine Pt. Dr., Sarasota, Florida 34231

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: No additional member(s) shall be admitted to the Company without the written consent of all members of the Company and on such terms and conditions as shall be determined by all members, except as otherwise provided in the Company's regulations initially executed by all members

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Company to continue the business on 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 shall be: The business of the Company may be continued only by the written consent of all remaining members, except as otherwise provided in the Company's regulations initially executed by all members

IN WITNESS WHEREOF, the undersigned executed this instrument affirming under penalties of perjury that the facts stated herein are true on April 22, 1999.

Donald J. Harrell  
Donald J. Harrell (Print Name)  
As Member or Representative  
And Registered Agent of Company

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 23 AM 11:03

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: Spine, Pain & Rehabilitation Center of Port Charlotte, L.L.C.

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

Donald J. Harrell  
(NAME)

1776 Ringling Blvd.  
(P. O. Box NOT ACCEPTABLE)

Sarasota, Florida 34236  
(CITY/STATE/ZIP)

*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.*

Donald J. Harrell  
(SIGNATURE)

4/22/99  
(DATE)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Spine, Pain & Rehabilitation Center of Port Charlotte, L.L.C. deposes and says:

1) the above named limited liability company has at least one member

2) the total amount of cash contributed by the member(s) is

\$ 30,000.<sup>00</sup>

3) if any, the agreed value of property other than cash contributed by member(s) is  
A description of the property is attached and made a part hereto.

\$ - 0 -

4) the amount of cash or property anticipated to be contributed by member(s) is  
This total includes amounts from 2 and 3 above.

\$ 500,000.<sup>00</sup>

Donald J. Havvell  
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.)

STATE OF FLORIDA  
COUNTY OF SARASOTA

Subscribed and sworn to before me by Donald J. Havvell  
as representative of member (title/relationship) and on behalf of Steven M. Ricci, member, Spine, Pain Rehabilitation Center of Port  
(name or entity), a Florida limited liability company (State and type of entity), who personally appeared  
before me at the time of notarization and is personally known to me or produced satisfactory evidence of identification  
in the form of \_\_\_\_\_ (e.g. witness sworn statement,  
identification card, driver's license or passport), and who did take an oath, on April 22, 1999.

Linda B. Reid (Signature)

Linda B. Reid (Name Printed, Typed or Stamped)  
(SEAL)

Name  
Notary Public - State of  
Commission Expiration Date  
Commission No. (if any)

