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EXAMINER

BORZA LAW, P.L.L.C.
ATTORNEYS AT LAW

ANTHONY D. BARAK+**
AMERICO BORZA
TRACY LEE+**
THOMAS S. RICE+
GREGORY A. ZITANI+*

+ OF COUNSEL
* ALSO LICENSED IN CALIFORNIA
** FLORIDA BAR BOARD CERTIFIED IN HEALTH LAW
* N.B.L.S. BOARD CERTIFIED IN CRIMINAL LAW
* L.L.M. TRIAL ADVOCACY

November 19, 2010

Florida Department of State
Division of Corporations
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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FALLING
FALLING

RER: Physicians Group, L.L.C.

Dear Division of Corporations:

I represent Physicians Group, L.L.C. a Florida Limited Liability Company, as well as Physicians Group, L.L.C., a Delaware Limited Liability Company. I spoke yesterday regarding the transaction we are trying to effectuate.

Physicians Group, L.L.C. (FL) is a company that operates approximately 47 medical clinics located throughout Florida. Effective December 31, 2010, it will cease doing business, and remain viable only for the purpose of collecting its receivables. Effective that day, we want to effectuate a name change whereby Physicians Group, L.L.C. becomes Physicians Group of Sarasota, L.L.C. I have prepared and submit with this letter an amendment to the Articles of Organization changing the name.

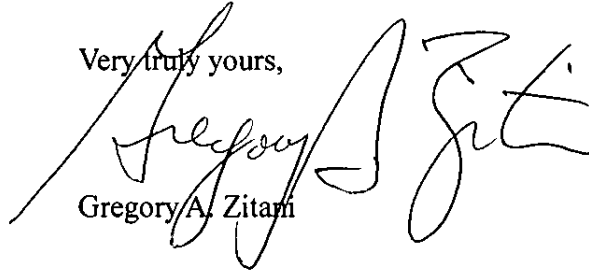
Physicians Group, L.L.C. (DE) operates medical clinics in the State of Delaware. Effective January 1, 2011, we want to qualify Physicians Group, L.L.C. (DE) to do business in Florida under the now-vacant name of Physicians Group, L.L.C. I have prepared and submit with this letter, a fully filled out Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida, with an initial date of doing business in Florida of January 3, 2011, the first workday of the year. I also enclose Certificate of Good Standing for the company from the State of Delaware.

Finally, we enclose \$130.00 for the filing fee for application and Designation of Registered Agent for the Delaware Company and \$30.00 for the Amendment changing the name of the existing Florida Company.

November 19, 2010

I believe this covers everything. Should you need anything further, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Gregory A. Zitarri', written over the typed name.

Gregory A. Zitarri

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Physicians Group, L.L.C.
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Gregory A. Zitani, Esq.
Name of Person

Physicians Group, L.L.C.
Firm/Company

4046 Sawyer Rd., Suite D
Address

Sarasota, FL 34233
City/State and Zip Code

greg.zitani@borzalaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gregory A. Zitani, Esq. at (941) 552-0373
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Physicians Group, L.L.C.

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 27-1593025

(FEI number, if applicable)

4. 11/09/2009

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. First business in Florida will be transacted January 3, 2011

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 4054 Sawyer Rd.

Sarasota, FL 34233

(Street Address of Principal Office)

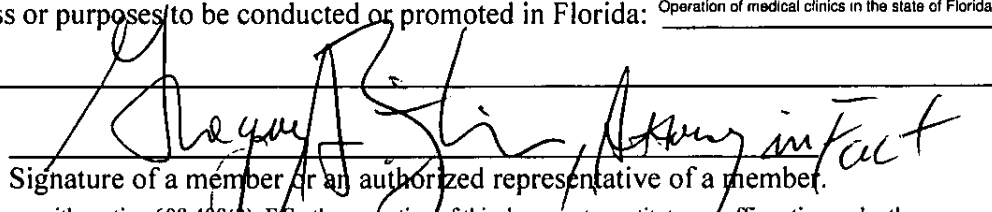
8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Gary Kompothecras, DC, 4054 Sawyer Rd., Sarasota, FL 34233

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Operation of medical clinics in the state of Florida


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Gregory A. Zitani, Esq.

Typed or printed name of signee

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Physicians Group, L.L.C.

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Gregory A. Zitani, Esq.

(Name)

4046 Sawyer Rd., Suite D

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

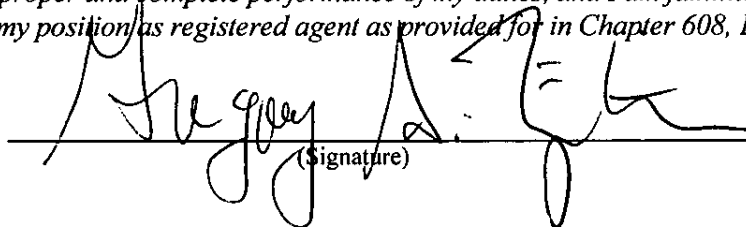
Sarasota

FL

34233

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 as provided for in Chapter 608, Florida Statutes.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

Delaware

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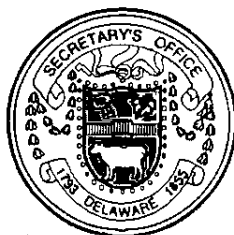
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHYSICIANS GROUP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2010.

4751003 8300

101098987

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8361869

DATE: 11-17-10