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JAN 2000 11:25 KRAMER GREEN et al

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LIMITED LIABILITY COMPANY

access pharmacy & home health services, l.l.c.

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**ARTICLES OF ORGANIZATION**

**FOR**

**ACCESS PHARMACY & HOME HEALTH SERVICES, L.L.C.**

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

ACCESS PHARMACY & HOME HEALTH SERVICES, L.L.C.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 5400 S. University Drive, Suite 118, Davie, FL 33328.

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MEMBER SHARES**

The Limited Liability Company is authorized to issue 10,000 shares of membership interest, which shares shall evidence the interest of the members of the Limited Liability Company, which shares shall be designated "Member Shares." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company interest issued by the Limited Liability Company and setting forth the number of Member Shares issued and outstanding in the name of such member.

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, phone: (954)966-2112

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

5.2 The board of managers of the Limited Liability Company shall consist of two (2) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The names and addresses of the initial managers of the Limited Liability Company are:

Juan Gallinal  
5400 S. University Drive  
Suite 118  
Davie, FL 33328

Ken Goss  
5400 S. University Drive  
Suite 118  
Davie, FL 33328

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**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company.

**ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS**

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, 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 of the Limited Liability Company, upon the approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company.

**ARTICLE VIII - OFFICERS**

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

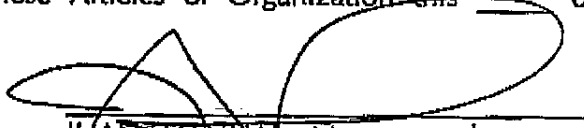
**ARTICLE IX - AMENDMENT OF ARTICLES OF ORGANIZATION**

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE X - INDEMNIFICATION**

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being members of the Limited Liability Company, have executed these Articles of Organization this \_\_\_\_\_ day of January, 2000.



JUAN GALLINAL, Manager and authorized representative of the members of the Limited Liability Company



KEN GOSS, Manager and authorized representative of the members of the Limited Liability Company

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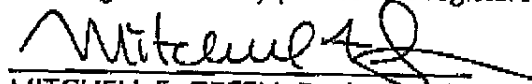
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

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 ACCESS PHARMACY & HOME HEALTH SERVICES, L.L.C.
2. The name and the Florida street address of the registered agent are:

Mitchell F. Green  
 4000 Hollywood Boulevard  
 Suite 485 South  
 Hollywood, FL 33021

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.

  
 MITCHELL F. GREEN, Registered Agent

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