

**CORPORATE
ACCESS,
INC.**

11650 Northville Road, Mount Vernon Square, Ballah, North Carolina 27303

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1.) Uni-Med Consulting Services, LC
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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ARTICLES OF ORGANIZATION

OF

UNI-MED CONSULTING SERVICES, LC

These Articles of Organization are being executed as of the 5th day of January, 1998, for the purpose of forming a Limited Liability Company, pursuant to the Florida Limited Liability Company Act.

The undersigned, being duly authorized to execute and file these Articles, hereby certifies as follows:

ARTICLE I - Name:

The name of the Limited Liability Company is:

UNI-MED CONSULTING SERVICES, LC

ARTICLE II - Address:

The street address of the initial registered office of the Limited Liability Company in the State of Florida is 17021 North Bay Road, Suite 408, North Miami Beach, Florida 33130 and the name of the initial registered agent at that address is James W. Brown.

The street address of the principal office of the Limited Liability Company is the same as above.

ARTICLE III - Duration:

The latest date on which the Limited Liability Company is to dissolve is December 31, 2048.

ARTICLE IV - Management:

This Limited Liability Company will not have managers, however, the management of the Limited Liability Company is reserved to the Members. The names and addresses of the initial Members are as follows:

<u>Name</u>	<u>Address</u>
James W. Brown	1216 Gray Avenue, Union, New Jersey 07083
Rebekkah B. Brown	1216 Gray Avenue, Union, New Jersey 07083
David J. Brown	152 Margaret Avenue, Nutley, New Jersey 07110

ARTICLE V - Admission of Additional Members:

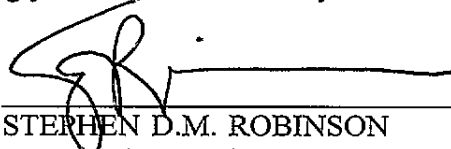
It is the right of the remaining members to admit additional members.

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ARTICLE VI - Members Rights to Continue Business:

It is the right of the remaining members of the Limited Liability 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 Limited Liability Company.

IN WITNESS WHEREOF, I, Stephen D.M. Robinson, attorney-in-fact for James W. Brown, Rebekkah B. Brown and David J. Brown, Initial Members, for the purpose of forming a Limited Liability Company, pursuant to the Florida Limited Liability Company Act, do make these Articles of Organization, hereby declaring and certifying that this Instrument is my act and deed and that the fact herein are true, and accordingly have hereunto set my hand the day and year first above written.



STEPHEN D.M. ROBINSON
Attorney-in-Fact for
James W. Brown, Initial Member
Rebekkah B. Brown, Initial Member
David J. Brown, Initial Member
Suite 300A
Two Greenville Crossing
4001 Kennett Pike
Wilmington, Delaware 19807

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of UNI-MED CONSULTING SERVICES, LC. deposes and says:

- 1) the above named Limited Liability Company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$15,000,000 minimum.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$15,000,000 minimum. This total includes amounts from 2 and 3 above.



STEPHEN D.M. ROBINSON

Attorney-in-Fact for:

James W. Brown, Initial Member

Rebekkah B. Brown, Initial Member

David J. Brown, Initial 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.)

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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:

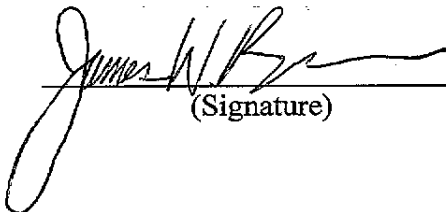
UNI-MED CONSULTING SERVICES, LC

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

Mr. James W. Brown
17021 North Bay Road, Suite 408
North Miami Beach, Florida 33130

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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.


(Signature)

1-5-98
(Date)