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August 15, 2001

Registration Section
Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: The Healing Channel, LLC

Dear Sir or Madam:

L01-14204

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-08/20/01--01131--011
****125.00 ****125.00

Enclosed for filing is the original and one copy of the Articles of Organization for the above referenced Limited Liability Company. Also enclosed is a check in the amount of \$125.00 for the filing fees.

Please return the copy with the filing information stamped thereon to the undersigned at the address above.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.

Edward W. Soulsby, Esq.

FILED
01 AUG 20 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EWS
Enclosures

EFFECTIVE DATE
8/15/01

**ARTICLES OF ORGANIZATION
OF
THE HEALING CHANNEL, LLC**

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608:

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

THE HEALING CHANNEL, LLC

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Limited Liability Company is:

1155 Louisiana Avenue, Suite 100
Winter Park, Florida 32789

**ARTICLE III
PURPOSE**

The Limited Liability Company may transact any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

**ARTICLE IV
REGISTERED AGENT**

The name and the Florida street address of the Registered Agent of the Limited Liability Company are:

Kenneth B. Wheeler, Esq.
1155 Louisiana Avenue, Suite 100
Winter Park, Florida 32789

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8/15/01

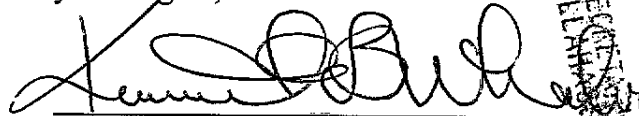
ARTICLE V
MANAGEMENT

The Limited Liability Company is to be managed by one or more manager(s) and is, therefore, a manager-managed Limited Liability Company.

ARTICLE VI
EFFECTIVE DATE

The Limited Liability Company shall commence its existence on August 15, 2001 and its duration shall be perpetual.

IN WITNESS WHEREOF, for the purpose of forming a limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization this 15th day of August, 2001.



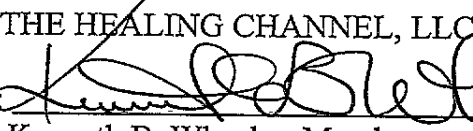
KENNETH B. WHEELER, Member

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**THE HEALING CHANNEL, LLC
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company organized under the laws of the State of Florida, submits the following statement in designating the name and street address of the Registered Agent of the Limited Liability Company in the State of Florida to accept service of process within Florida:

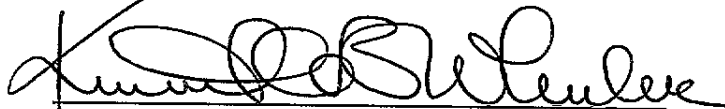
1. The name of the Limited Liability Company is: THE HEALING CHANNEL, LLC;
2. The name and street address of the Registered Agent of the Limited Liability Company is: Kenneth B. Wheeler, Esq., 1155 Louisiana Avenue, Suite 100, Winter Park, Florida 32789.

THE HEALING CHANNEL, LLC
By: 
Kenneth B. Wheeler, Member

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FILED
STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent and to accept service of process for THE HEALING CHANNEL, LLC, 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, F.S.


Kenneth B. Wheeler, Esq. Registered Agent
Dated: August 15, 2001