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2002 MAY 20 AM 8:05

SHAPIRO SONTAG
LAWYERS

MICHAEL C. SONTAG

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 17, 2002

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

700005575537--8
-05/20/02--01087--018
***125.00 ***125.00

Re: Agecare, LLC - Articles of Organization

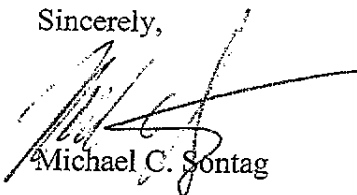
Ladies and Gentlemen:

Enclosed please find the following items required for the formation of Agecare, LLC, a Florida Limited Liability Company:

1. A Check for \$125.00 representing the filing fee and the registered agent fee.
2. Executed Articles of Organization.
3. Designation of a Registered Agent.

If you have any questions regarding these filings or require additional information, please call.

Sincerely,



Michael C. Sontag

enc.

J. BRYAN MAY 28 2002

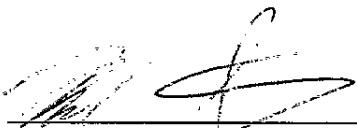
**ARTICLES OF ORGANIZATION OF
AGECARE, LLC
A LIMITED LIABILITY COMPANY**

(Pursuant to 608.407, Florida Statutes)

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1. Name. The name of the limited liability company is AgeCare, LLC.
2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. Address of Principal and Registered Office. The address of the principal and registered office of the limited liability company is 1776 North Pine Island Road, Suite 326, Fort Lauderdale, Florida 33322.
4. Term. The term of this LLC shall be perpetual.
5. Members at Time of Formation. There will be two members at the time the limited liability company is formed: Milton L. Cruz and Aileen E. Rosso.
6. Period of Duration. The period of duration shall be perpetual.
7. Management. The LLC shall be a manager managed company and the initial manager at the time of formation shall be Milton L. Cruz whose address is 1776 North Pine Island Road, Suite 326, Plantation, Florida 33322.
8. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.
9. Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue 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 as further set forth in the Guidelines of the limited liability company.
10. Affidavit of Membership and Contribution. The undersigned member or authorized representative of a member of AgeCare, LLC certifies:

- a.) The above named limited liability company has two members;
- b.) The total amount of cash contributed by the members is \$1,000.00;
- c.) If any, the agreed value of property other than cash contributed by the member is \$0.00;
- d.) The total amount of cash and property contributed and anticipated to be contributed by the member is \$1,000.00.



Michael C. Sontag
Agent for Member/ Authorized Representative

(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 and correct.)

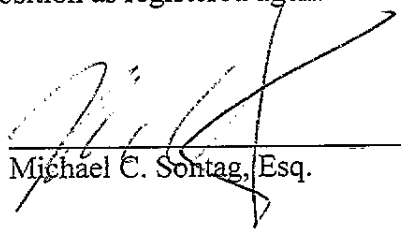
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE**

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. Name. The name of the limited liability company is AgeCare, LLC
2. Registered Office. The address of the registered office of the limited liability company is 1776 North Pine Island Road, Suite 326, Plantation, Florida 33322.
3. Registered Agent. Michael C. Sontag, Esq., is appointed, and by his signature below accepts appointment, to act as the Registered agent of AgeCare, LLC.

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.



Michael C. Sontag, Esq.

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