



THE UNITED STATES
CORPORATION
COMPANY

L000000000/27

ACCOUNT NO. : 072100000032

REFERENCE : 535476 11758A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 155.00

ORDER DATE : December 31, 1999

ORDER TIME : 2:23 PM

ORDER NO. : 535476-005

CUSTOMER NO: 11758A

800003085418--8

CUSTOMER: Jeffrey S. Wachs, Esq
DOUMAR ALLSWORTH CURTIS CROSS
DOUMAR ALLSWORTH CURTIS CROSS
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: CARE-MED HEALTHCARE, L.L.C.

EFFECTIVE DATE

1-1-2000

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

00 JAN -3 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

RECEIVED
00 JAN -3 AM 8:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1500



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 3, 2000

CSC
ATTN: ANGIE GLISAR

SUBJECT: CARE-MED HEALTHCARE, L.L.C.
Ref. Number: W00000000060

We have received your document for CARE-MED HEALTHCARE, L.L.C. and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

ALSO: It appears from Article II that you may wish this filed with an effective date. If so, please state so explicitly in your articles, using the phrase "effective date."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 800A00000084

NOV 11 11 00 AM '99
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

CARE-MED HEALTHCARE, L.L.C.

The undersigned initial members of CARE-MED HEALTHCARE, L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: CARE-MED HEALTHCARE, L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on January 1, 2000, and shall continue until December 31, 2049, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization. The corporation shall have an effective date of January 1, 2000.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

1177 S.E. 3rd Avenue
Fort Lauderdale, Florida 33316

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

1177 S.E. 3rd Avenue
Fort Lauderdale, Florida 33316

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Jeffrey S. Wachs, Esq.
1177 S.E. 3rd Avenue
Fort Lauderdale, Florida 33316

00 JAN -3 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those existing members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the existing members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the existing members may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE IX. MANAGEMENT OF THE COMPANY

The Company shall be managed by the members of the Company whose names are set forth below:

FRANK CATAPANO
GLENN CATAPANO

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TALLAHASSEE, FLORIDA

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

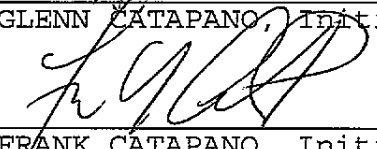
Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization as of this 31st day of December, 1999.

INITIAL MEMBER(S):



GLENN CATAPANO, Initial Member



FRANK CATAPANO, Initial Member

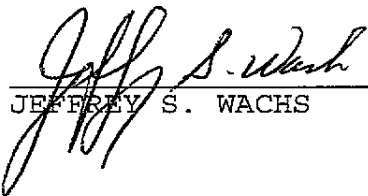
00 JAN -3 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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AND
FILED

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of CARE-MED HEALTHCARE, L.L.C., in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated: December 31, 1999



JEFFREY S. WACHS

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AND
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00 JAN -3 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA