

L000000002041



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 597602 5030952

AUTHORIZATION : - - -

COST LIMIT : \$ 155.00

Patricia Pizit

ORDER DATE : February 22, 2000

ORDER TIME : 2:08 PM

ORDER NO. : 597602-005

CUSTOMER NO: 5030952

700003145367--6

CUSTOMER: Ms. Penny Arbulu
PHILLIPS EISINGER & KOSS,
PHILLIPS EISINGER & KOSS,
Suite 265 South
4000 Hollywood Boulevard
Hollywood, FL 33021

DOMESTIC FILING

NAME: SEAWINDS HEALTHCARE SERVICES,
L.L.C.

EFFECTIVE DATE:

XX 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: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
00 FEB 23 PM 3:10
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 23 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AND
FILED

[Handwritten initials]

ARTICLES OF ORGANIZATION
FOR
SEAWINDS HEALTHCARE SERVICES, L.L.C.

I.

NAME

The name of the limited liability company (the "Company") is

SEAWINDS HEALTHCARE SERVICES, L.L.C.

II.

DURATION

The period of duration of the Company is perpetual unless terminated pursuant to its Operating Agreement.

III.

BUSINESS ADDRESS

The mailing address and principal place of business of the Company is 4825 Dixie Highway, Fort Lauderdale, Florida 33334.

IV.

REGISTERED AGENT

The name and address of the initial registered agent of the Company in the State of Florida is GARY S. PHILLIPS, ESQ., 4000 Hollywood Boulevard, Suite 265-South, Hollywood, Florida 33021.

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V.

ADDITIONAL MEMBERS

The Company shall initially have four (4) Members. No additional Members shall be added except by the affirmative vote of all Members in the Company.

VI.

CONTINUITY OF BUSINESS

The right, if given, of the remaining Members of the 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 Company shall be as set forth in the Operating Agreement of the Company.

VII.

MANAGEMENT

Subject to the right(s) of the Members to elect a Manager or Managers as set forth in the Operating Agreement of the Company, the day-to-day management of the Company is reserved to and shall be vested in the Members in proportion to their respective percentage interests in and to the Company.

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SUBSCRIBER

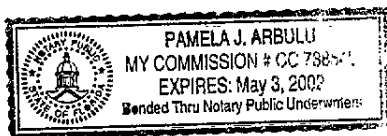
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 7th day of February, 2000.

By: 
JONATHAN HUTTNER, President

STATE OF FLORIDA)
)
) :SS
COUNTY OF Broward)

BEFORE ME, a Notary Public authorized in the County and State set forth above, personally appeared JONATHAN HUTTNER, as President of PREMIER ADVISORY SERVICES, INC., a Florida corporation, personally known to me, or who has produced _____ as identification, to be the person who, as a Member, executed the foregoing Articles of Organization of SEAWINDS HEALTHCARE SERVICES, L.L.C., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 10th day of February, 2000.



Pamela J. Alcala
NOTARY PUBLIC - State of Florida

Pamela J. Arbuckle
Name of Notary - Please Print

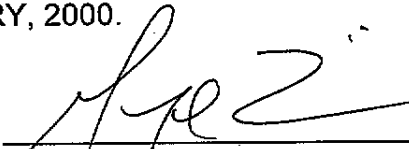
My Commission Expires:

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 9TH DAY OF FEBRUARY, 2000.



GARY S. PHILLIPS, ESQ.

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AND
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00 FEB 23 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA