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KELLY & PASSIDOMO, LLP

ATTORNEYS AT LAW

GREY OAKS BUILDING
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2640 GOLDEN GATE PARKWAY
NAPLES, FLORIDA 34105-3203

Charles M. Kelly, Jr.
Board Certified Tax Lawyer
Board Certified Wills, Trusts
and Estates Lawyer
Master of Laws in Estate Planning
Certified Public Accountant

Kathleen C. Passidomo
Board Certified Real Estate Lawyer

Robert A. Enright, III
Also Admitted in Georgia
Also Admitted in Tennessee

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David A. Alba
Also Admitted in California

March 1, 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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****250.00 ****125.00

RE: Loving Hearts Home Health Care, LLC

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company, a copy of the Regulations and the original and one (1) copy of the Affidavit of Membership and Contributions. We have also enclosed a check in the amount of \$250.00 for the filing fee.

Please file accordingly and return the copy, with time and date stamp, in the enclosed envelope.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

Kathleen C. Passidomo

KCP/sab
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KELLY & PASSIDOMO, LLP

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March 21, 2000

VIA FEDERAL EXPRESS

Mr. Shawn Logan
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Loving Hearts Home Health Care, LLC
Ref. Number: W00000006898

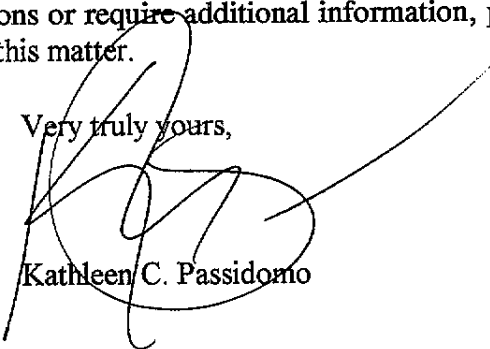
Dear Mr. Logan:

Pursuant to your request, enclosed herein please find only the original and one (1) copy of the Articles of Organization of Loving Hearts Home Health Care, LLC, together with a copy of your letter under date of March 15, 2000.

Also enclosed please find the Application for Refund in the amount of \$95.00, the balance of \$150.00 representing the \$100.00 filing fee, \$25.00 designation of registered agent and \$30.00 for a certified copy of same.

Should you have any questions or require additional information, please let me know.
Thank you for your assistance with this matter.

Very truly yours,


Kathleen C. Passidomo

KCP/sab
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 15, 2000

KATHLEEN C. PASSIDOMO
KELLY & PASSIDOMO, LLP
2640 GOLDEN GATE PARKWAY SUITE 315
NAPLES, FL 34105-3203

SUBJECT: LOVING HEARTS HOME HEALTH CARE, LLC
Ref. Number: W00000006898

We have received your document for LOVING HEARTS HOME HEALTH CARE, LLC and your check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 400A00014342

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
LOVING HEARTS HOME HEALTH CARE, LLC**

1. The undersigned organizers hereby form a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

1. The name of the Limited Liability Company ("Company") shall be:

LOVING HEARTS HOME HEALTH CARE, LLC

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

1. The address of the principal place of business of this company shall be c/o Jerri Lee Stanley, 10409 Winterview Drive, Naples, Florida 34109, and the mailing address of the company shall be the same.

ARTICLE III. TERM OF EXISTENCE

1. This Company shall commence its existence on the date these Articles are filed, pursuant to Florida Statutes Section 608.409; and shall exist until December 31, 2025 or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

1. This Company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE V. CONTRIBUTIONS TO CAPITAL

1. This Company shall commence its existence with \$100.00 cash as its contributed capital. There are no additional contributions to be made by the members except as determined by unanimous consent of the members.

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ARTICLE VI. NEW MEMBERS

1. No new members shall be admitted without the consent of sixty-six percent (66%) of existing members.

ARTICLE VII. CONTINUATION OF COMPANY

1. Remaining members of this Company shall have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event that terminates the continual membership of a member in the limited liability company, upon the sixty-six percent (66%) vote of the remaining members.

ARTICLE VIII. MANAGEMENT

1. The Company shall be managed by its managers pursuant to Florida Statutes Section 608.422. The name and address of the managers are as follows:

Jerri Lee Stanley
10409 Winterview Drive
Naples, FL 34109

Betty Bailey
652 98th Avenue North
Naples, FL 34108

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

1. The name of the initial registered agent of the Company is Kathleen C. Passidomo, Esquire.

2. The street address of the initial registered office of the Company shall be Kelly & Passidomo, LLP, 2640 Golden Gate Parkway, Suite 305, Naples, Florida 34105. The mailing address shall be the same.

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TALLAHASSEE, FLORIDA

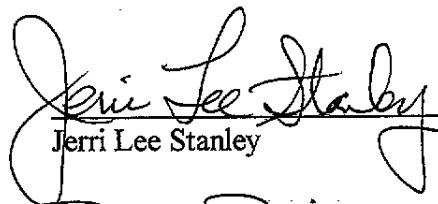
ARTICLE X. ORGANIZERS

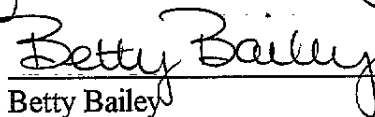
1. The name and street address of the Organizers to these Articles of Organization is:

Jerri Lee Stanley
10409 Winterview Drive
Naples, FL 34109

Betty Bailey
652 98th Avenue North
Naples, FL 34108

IN WITNESS WHEREOF, the undersigned, have hereunto set their hand, on this ___ day of
February, 2000.



Jerri Lee Stanley


Betty Bailey

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Jerri Lee Stanley and Betty Bailey, who were not sworn and who are personally known to me as the persons who executed these Articles of Incorporation, and they acknowledged before me that as their free act they executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29th day of February, 2000.


Notary Public
My Commission Expires:



ACCEPTANCE:

I agree, as Registered Agent, to accept service of process; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

WITNESS my hand this day of 29 February, 2000 in the City of Naples, State of Florida.


Kathleen C. Passidomo, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA