

Tuesday, June 6, 2000

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY**Assisted Living Pharmacy Association, L.L.C.**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF**

ASSISTED LIVING PHARMACY ASSOCIATION, L.L.C.

The undersigned as organizer of a limited liability company, under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company:

Article I – Name

The name of the Limited Liability Company is **ASSISTED LIVING PHARMACY ASSOCIATION, L.L.C.**

* EFFECTIVE DATE 6/6/00

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Article II – Address

The mailing office and street address of the principal office of the Company is 1800 N. Commerce Parkway #2 Weston, FL 33326.

Article III – Duration

The duration of the Limited Liability Company is perpetual.

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Article IV- Registered Agent and Office

The name of the initial registered agent within the State of Florida is Jay D. Mussman, and the street address is 5881 N.W. 151 Street #101 Miami Lakes, Florida 33014.

Article V- Members

This Limited Liability Company has one (1) member whose name and address is:

Kusher Family Limited Partnership, a Nevada Limited Partnership, 241 Ridge Street, 4th Floor, Reno, Nevada 89501

No additional members shall be admitted unless a majority of all members, (including any additional members) shall agree, and on such terms and conditions as shall be agreed by the majority.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any other event which terminates the continued membership of a member in this limited liability company, shall terminate this company, unless the remaining members shall unanimously agree to continue the business of this company, in which event, this company shall not so terminate.

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Article VI – Management

The management of this company is vested in the Manager listed below and who is to serve as Manager until the first annual meeting of members or until his successor is elected and qualify. The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company. The company is to be a manager-managed company. The name and address of the Manager is:

ROBERT KUSHER 1800 N. Commerce Parkway #2 Weston, FL 33326.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on JUNE 6, 2000.


Organizer- Jay D. Mussman- Authorized
Representative of a Member

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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 in designating the registered
office/registered agent, in the State of Florida.

1. The name of the limited liability company is: **ASSISTED
LIVING PHARMACY ASSOCIATION, L.L.C.**
2. The name and address of the registered agent and office is :
Jay D. Mussman, and the street address is 5881 N.W. 151
Street #101 Miami Lakes, Florida 33014.



Organizer-Jay D. Mussman-Authorized Representative of a
Member

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JUN-06 '00 TUE 15:09 11:00

TEL NO: 305-823-3343-PANAGOS #696 P03

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 and the Articles of Organization, 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.


JAY D. MUSSMAN
(Registered Agent)

Date: 6-6-00

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