



THE UNITED STATES
CORPORATION
COMPANY

100000015507

ACCOUNT NO. : 072100000032

REFERENCE : 931682 10281A

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : December 14, 2000

ORDER TIME : 10:55 AM

ORDER NO. : 931682-005

CUSTOMER NO: 10281A

CUSTOMER: Terry V. Broughton, Esq
Terry V. Broughton, P.a.

1705-d2 Colonial Boulevard

Fort Myers, FL 33907

DOMESTIC FILING

NAME: SOUTHWEST FLORIDA CARE GIVERS,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

JB
12-14-00

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY
OF
SOUTHWEST FLORIDA CARE GIVERS, L.L.C.**

ARTICLE I

Name

The name of this Limited Liability Company is SOUTHWEST FLORIDA CARE GIVERS, L.L.C.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is Renaissance Executive Suites, 8695 College Parkway, Suite 353, Fort Myers, Florida, 33919

ARTICLE III

Duration

The period of duration of the Limited Liability Company is through December 31, 2025.

ARTICLE IV

Registered Office and Agent

The initial registered office of this Company shall be Renaissance Executive Suites, 8695 College Parkway, Suite 353, Fort Myers, Florida, 33919, and its initial registered agent at such office shall be Rosanne Gauthier.

ARTICLE V

Management

The Limited Liability Company shall be managed by two managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain additional provisions for the regulation and management of the affairs of the Company consistent with law or these articles of organization. The names and addresses of the managers of the Company are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|---|
| Rosanne Gauthier. | Renaissance Executive Suites, 8695 College Parkway, Suite 353, Fort Myers, Florida, 33919 |
| Paula Chapman | Renaissance Executive Suites, 8695 College Parkway, Suite 353, Fort Myers, Florida, 33919 |

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ARTICLE VI
Admission of Additional Members

Additional members will be admitted only with the unanimous consent of all Members upon such terms as are unanimously agreed to by all Members.

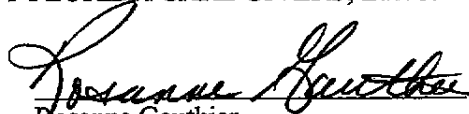
ARTICLE VII
Members Rights to Continue Business

The remaining members of the Limited Liability Company shall have the right 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 Limited Liability Company.

Dated this 13th day of December 2000

SOUTHWEST FLORIDA CARE GIVERS, L.L.C.

By:


Rosanne Gauthier

By:


Paula Chapman

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TALLAHASSEE, FLORIDA

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

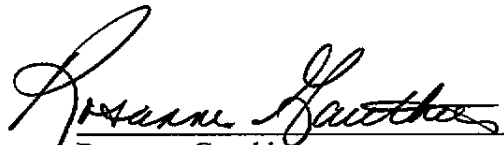
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is SOUTHWEST FLORIDA CARE GIVERS, L.L.C.
2. The name and address of the registered agent and office is:

Rosanne Gauthier
Renaissance Executive Suites,
8695 College Parkway, Suite 353,
Fort Myers, Florida, 33919

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.

Dated: December 13, 2000


Rosanne Gauthier

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