

- Division of Corporations

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LOI 00000000 119

Florida Department of State

Division of Corporations

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Division of Corporations
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Account Name : NOEL EVANS & ASSOCIATES, P.A.
Account Number : I19990000213
Phone : (813) 221-1996
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LIMITED LIABILITY COMPANY

HTH OF MELBORUNE, L.L.C.

RECEIVED
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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
HTH OF MELBOURNE, L. L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **HTH OF MELBOURNE, L.L.C.** ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be:

1207 N. Himes Ave., Suite 6
Tampa, Florida 33611

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

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ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is

Noel K. Evans, Esq.
Noel Evans & Associates, P.A.
109 N. Brush Street, Suite 400
Tampa, Florida 33602-4159

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property.

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ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII – TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX – MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are;

Mitchell Walker
3424 Brian Road S.
Palm Harbor, FL 34685

Kenneth Henriquez
1207 N. Himes Ave.,
Tampa, FL 33611

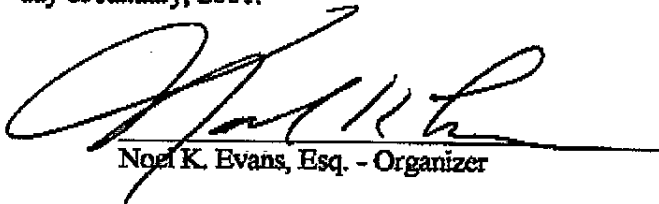
Barry Finkel
P.O. Box 15252,
Tampa, FL 33684

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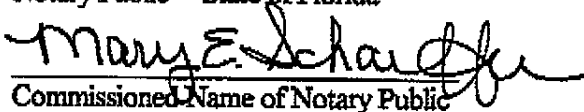
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Tampa, Florida, on this 3rd day of January, 2001.


Noel K. Evans, Esq. - Organizer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Sworn to (or affirmed) and subscribed before me this 3rd day of January, 2001, by Noel K. Evans who is personally know to me.

Mary E. Schaeffer
Notary Public - State of Florida


Commissioned Name of Notary Public



Mary E. Schaeffer
MY COMMISSION # CC775798 EXPIRES
October 17, 2004
BONDED THROUGH FARM INSURANCE, INC.

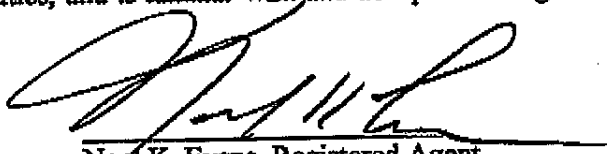
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, Noel K. Evans, being the person named in the articles of organization of HTH of MELBOURNE, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


Noel K. Evans, Registered AgentFILED
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