

Division of Corporations

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Florida Department of State
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LIMITED LIABILITY COMPANY
AMERICAN WELLNESS/ORLANDO, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
AMERICAN WELLNESS/ORLANDO, L.L.C.**

The undersigned subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

1. Name. The name of the Company is American Wellness/Orlando, L.L.C.
2. Principal Office. The mailing address and the street address of the principal office of the Company is:

8590 Potter Park Drive
Sarasota, Florida 34238

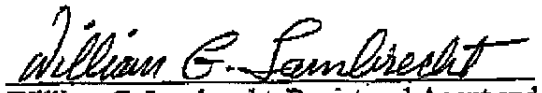
3. Registered Agent. The name of the initial registered agent, and the address of the initial registered office, of the Company is:

William G. Lambrecht
200 South Orange Avenue
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Company and acknowledges that he is familiar with and accepts the obligations of that position.

4. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.
5. Management. The Company is to be a manager-managed company.

In witness whereof, the undersigned has executed these Articles of Organization this 29th day of June 2001.


William G. Lambrecht, Registered Agent and
Authorized Representative of a Member
of American Wellness/Orlando, L.L.C.