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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

700 SOUTH FEDERAL HIGHWAY
SUITE 200
BOCA RATON, FLORIDA 33432
TELEPHONE (561) 393-5660
FACSIMILE (561) 338-8698
www.adorno.com

September 13, 2001

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

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***155.00 ***155.00

RE.: Incorporation of Health Matrix, LLC

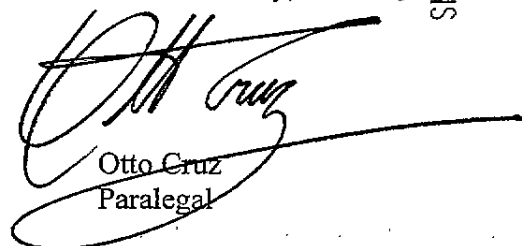
Dear Agent:

Enclosed, please find the Articles of Organization and check No.412 for One hundred fifty five and 00/100 dollars (\$155.00), payable to the Florida Department of State, regarding the incorporation of Health Matrix, LLC. The check covers filing fees for the Articles of Organization (\$100,00), designation of Registered Agent (\$25,00), and Certified Copy (\$30,00).

I would very much appreciate your expeditious service regarding this matter. If you need to contact me, please do not hesitate in doing it so at:

Adorno & Zeder, P.A.
700 South Federal Highway
Suite 200
Boca Raton, FL 33432
Phone: (561) 393-5660
Fax: (561) 338-8698

Most Sincerely,


Otto Cruz
Paralegal

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2001 OCT 15 AM 11:03
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 18, 2001

OTTO CRUZ
ADORNO & ZEDER PA
700 S FEDERAL HWY SUITE 200
BOCA RATON, FL 33432

SUBJECT: HEALTH MATRIX, LLC
Ref. Number: W01000021658

We have received your document for HEALTH MATRIX, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 201A00052284

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
HEALTH MATRIX, LLC**

* * *

The undersigned, acting as organizer of Health Matrix, LLC, under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said Limited Liability Company:

**I.
NAME OF COMPANY**

The name of the limited liability company is Health Matrix, LLC, (the "Company").

**II.
PERIOD OF DURATION**

The period of duration is thirty years from the date of filing of these Articles of Organization with the Florida Secretary of State, unless the Company is sooner dissolved.

**III.
PURPOSE**

The business purpose of the Company shall be or include the transaction of any or all lawful business for which Limited Liability Companies may be organized under this Act.

**IV.
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Company shall be in the State of Florida at the following address:

Health Matrix, LLC.
1581 Yellowheart Way
Hollywood, FL 33019

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TALLAHASSEE, FLORIDA

**V.
REGISTERED OFFICE AND AGENT
IN FLORIDA**

The Company's initial registered agent, and the name and address of the initial registered agent is as follows:

J.B. Grossman, LL.M. Esq.
Adorno & Zeder, P.A.
700 South Federal Highway
Suite 200
Boca Raton, FL 33432

**VI.
MAILING ADDRESS**

The Company's mailing address is as follows:

J.B. Grossman, LL.M. Esq.
Adorno & Zeder, P.A.
700 South Federal Highway
Suite 200
Boca Raton, FL 33432

**VII.
MANAGEMENT OF THE COMPANY**

The Company is to be managed by its member(s). The names and addresses of the initial members are as follows:

Steven W. Chapkin
1581 Yellowheart Way
Hollywood, FL 33019

**VIII.
ADDITIONAL MEMBERS**

The Member(s) reserve the right to admit additional Member(s) upon the unanimous agreement of the Member(s) as to the admission of, and the consideration to be paid by, such new Member(s), and subject to the terms and conditions of the Company's Regulations.

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**IX.
REGULATIONS**

The Regulations of the Company shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

**X.
CONTINUATION UPON EVENT OF DISSOLUTION**

The Member(s) shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company as long as there is at least one remaining Members, and the remaining Members agree to continue the Company by unanimous written consent within 90 days after the terminating event, as set forth in the Regulations of the Company.

**XI.
LIABILITIES OF MEMBERS AND MANAGERS**

Members and managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

**XII.
OFFICER INDEMNIFICATION**

An officer of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the officer's capacity as an officer, except that this Article XII does not eliminate or limit the liability of an officer to the extent that the officer is found liable for (i) a breach of the officer's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the officer to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the officer's office; or (iv) an act or omission for which the liability of an officer is expressly provided by statute. Any repeal or amendment of this Article XII by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of an officer of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the officer of the Company is not liable as set forth in the preceding sentences, the officer shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of an officer or of a director of a corporation.

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CLERK OF DISTRICT COURT

**XIII.
AMENDMENT**

The Company reserves the right to amend, alter, change, add to or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by the Florida Limited Liability Company Act, and all rights herein conferred are granted subject to this reservation.

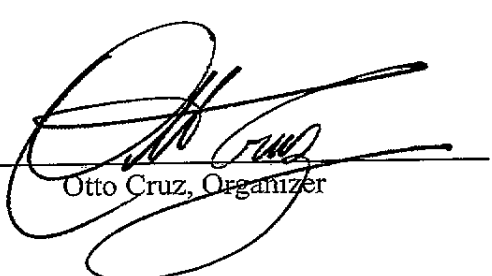
**XIV.
ORGANIZER**

The Organizer of Health Matrix, LLC, is as follows:

Otto Cruz
Adorno & Zeder, P.A.
700 South Federal Highway
Suite 200
Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 25 day of September, 2001.

By: _____


Otto Cruz, Organizer

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

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J. B. GROSSMAN, LL.M.

WRITER'S DIRECT NO.:

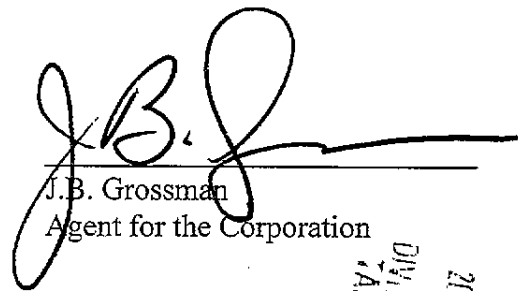
September 25, 2001

Secretary of State
Florida Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re.: Incorporation of Health Matrix, LLC
Ref. N.: W01000021658

Dear Secretary of State:

In reference to the above referenced, please be known that I, J.B. Grossman, hereby am familiar with and accepted the duties and responsibilities as registered agent for said corporation/limited liability company.


J.B. Grossman
Agent for the Corporation

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TALLAHASSEE, FLORIDA