

L01000018325

TELEPHONE (305) 358-4949
FAX (305) 358-0862

October 19, 2001

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-10/22/01--01074--001
****125.00 ****125.00

Re: Articles of Organization - ProCare, L.L.C.

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Organization for the above-named company, together with my check in the amount of \$125.00 to cover incorporation fees.

Kindly send us a Certificate of Incorporation, Acknowledgment of Filing and a date-stamped copy of the Articles, for which an extra copy of the Articles is herewith enclosed.

Thank you for your cooperation in this matter.

Sincerely,



STANLEY JAY BARTEL

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01 OCT 22 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SJB:ma

Enclosures: Original and two (2) copies of Articles of Organization; Check in the amount of \$125.00.

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**ARTICLES OF ORGANIZATION
OF
ProCare, L.L.C.**

The undersigned, being duly authorized representative of the company, do hereby organize, execute and file with the Department of State of the State of Florida, under Chapter 608 of the Florida Statutes, the following Limited Liability Company:

ARTICLE I

NAME

The name of this limited liability company shall be:

ProCare, L.L.C.

ARTICLE II

NATURE OF BUSINESS

The organization may engage in any activity or business permitted under the laws of the United States or the State of Florida. It is anticipated that it will specialize in the sale of medial and pharmaceutical products in the State of Florida and elsewhere, throughout the world.

ARTICLE III

MANAGER - MANAGED COMPANY

This organization is a manager- managed company within the meaning of Fla. Stat. 608.402(19) whereby it is a limited liability company which is designated to be managed by managers in its Articles of Organization and by all operating agreements which may affect its operation.

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TALLAHASSEE, FLORIDA

ARTICLE IV

ORGANIZATIONAL EXISTENCE

The date of initial organizational existence of this limited liability company shall be the date when its Articles of Organization are filed with the Department of State of the State of Florida.

ARTICLE V

PRINCIPAL OFFICE

The mailing address and street address of the principal office of this limited liability company shall be: 46 Southwest First Street, 4th Floor, Miami, FL 33130.

ARTICLE VI

INITIAL REGISTERED AGENT

The name and street address of the initial Registered Agent for Service of Process upon the company, in this State is: Stanley Jay Bartel, Esq., 46 Southwest First Street, 4th Floor, Miami, FL 33130.

ARTICLE VII

MANAGEMENT

This company, pursuant to Fla. Stat. 608.407(1)(b), is a limited liability company to be managed by two (2) managers. These managers, to serve for a period of one (1) year from the date of the filing of these Articles with the Secretary of State or until replaced or resigned are:

Erol Celikoglu and Rita Celikoglu
P.O. Box 80-1836
Miami, FL 33280-1836

ARTICLE VIII

DURATION OF ORGANIZATIONAL EXISTENCE

The period of duration for this limited liability company shall be five (5) years from the

LAW OFFICES OF STANLEY JAY BARTEL, ESQ.

46 SOUTHWEST FIRST STREET • 4TH FLOOR MIAMI, FLORIDA 33130-1610 - TEL. (305) 358-4949 / FAX (305) 358-0862

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TALLAHASSEE, FLORIDA

date of filing of these Articles with the Florida Secretary of State. Such period of duration, however, may be amended by the adoption of an Amendment to these Articles in conformity with the requirements of Chapter 608 of the Florida Statutes.

ARTICLE IX

MEMBERS

The initial members of this limited liability company shall include its initial managers and at least one (1) other additional member. The rights of the managing members, insofar as their entitlement to share in the profits and losses of the company, shall be set forth in a written agreement to be signed by the managing members and all other additional members. Absent a written agreement between the managing members and all other members to the contrary, the managing members shall be entitled to no more than two (2%) percent of the net profits of the company each year. The remaining ninety eight (98%) percent of the profits of the company shall be divided among the other remaining members in proportion to their respective capital contributions for their respective memberships.

ARTICLE X

IDENTITY OF ADDITIONAL MEMBERS

The identity of additional members of this limited liability company, other than the managing members whose name and address is reflected above, shall be and remain confidential and subject to disclosure only as required by the laws of the State of Florida or the rules and regulations of the Internal Revenue Service; otherwise, the identity and address of all members, other than the managing members, shall be and remain confidential.

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TALLAHASSEE, FLORIDA

ARTICLE XI

AMENDMENTS

These Articles of Organization may be amended by the affirmative vote of the managing members plus a majority of all other non-managing members voting in proportion to their investment in this limited liability company.

ARTICLE XII

REPLACEMENT OF MANAGING MEMBER

In the event of the death or disability of either one of the manager-members, above-named, the remaining member shall serve alone. If both managing members should die or become disabled, their replacement shall be determined by the remaining non-managing members, in proportion to their investment, who shall be entitled to elect, by a majority vote, the replacement managing member(s) of this limited liability company.

ARTICLE XIII

AUTHORITY OF MANAGER

Either of the initial managers of this organization, above-named, and their successor(s), are hereby authorized to alone sign and deliver any instrument transferring or affecting the company's interest in real or personal property. Any third party may rely upon the apparent authority of either manager (or their replacement manager(s)), to carry on any and all business on behalf of the company, without the necessity of obtaining the authority or approval of any other person, firm or corporation whatsoever, including the approval of any non-manager member.

ARTICLE XIV

CERTIFICATES OF INTEREST

The managers, and the non-managing members, at their election, may determine to issue

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Certificates of Interest in favor of all members of the company, so as to continuously reflect their respective percentage interests of record for purposes of determining their voting rights. Any and all such Certificates, however, shall be deemed confidential documents, as between the non-managing members and the corporation, in pursuance of the requirement, above set forth, of maintaining confidentiality as to the identity and addresses of all non-managing members of this organization. Such Certificates, therefore, shall be and remain outstanding solely for the purpose of establishing voting rights as between non-managing members and the organization. They shall not be deemed documents which are in the public domain.

ARTICLE XV

AUTHORIZATION TO EXECUTE AND SUBMIT INITIAL ARTICLES OF ORGANIZATION

The managing members, above-named, have been authorized by all non-managing members of this organization who have initially subscribed to a beneficial interest in this organization, to execute and file these Articles with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned, as the designated representatives of the organization and its initial managing members, have hereunto set their hands and seals and have acknowledged and filed, in the Office of the Secretary of State of the State of Florida, as the subscribers, the foregoing Articles of Organization on this the 18th day of October, 2001.


TEROL CELIKOGLU

RITA CELIKOGLU

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01 OCT 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA:
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, personally appeared EROL CELIKOGLU and RITA CELIKOGLU who are personally known to the undersigned and who did take an oath, who depose and state that they have read and subscribed to the above and foregoing Articles of Organization and that the facts set forth therein are true and that they have freely and voluntarily executed same, for the uses and purposes therein expressed.

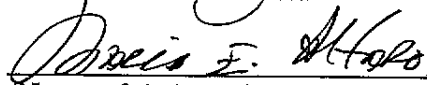
In accordance with the provisions of Fla. Stat. 608.408(3) the execution of the above and foregoing documents, by the above-described members and managers, constitutes an affirmation under the penalties of perjury that the facts stated above are true.


EROL CELIKOGLU


RITA CELIKOGLU

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 18th day of October, 2001.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE


(Name of Acknowledger Typed,
Printed or Stamped)
(Title or Rank)
(Serial Number, if any)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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My Commission Expires:



Maria E. Alfaro
MY COMMISSION # CC986356 EXPIRES
December 6, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

LAW OFFICES OF STANLEY JAY BARTEL, ESQ.

46 SOUTHWEST FIRST STREET • 4TH FLOOR MIAMI, FLORIDA 33130-1610 - TEL. (305) 358-4949 / FAX (305) 358-0862

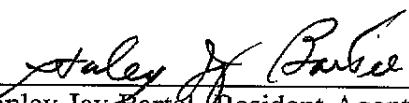
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ProCare, L.L.C. desiring to qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization at 46 Southwest First Street, 4th Floor, Miami, Florida 33130 has designated Stanley Jay Bartel, 46 Southwest First Street, 4th Floor, Miami, FL 33130, as its agent to accept process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Stanley Jay Bartel, Resident Agent

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TALLAHASSEE, FLORIDA