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SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

EDWARD B. COHEN
JOSHUA K. FRIEDMAN
PAULA S. GOLD (RETIRED)
MICHAEL I. KOTLER **
DAVID C. KOTLER
ALLAN H. SCHWARTZ
RONALD M. ZAKARIN *
GREGG H. GLICKSTEIN, OF COUNSEL

NEW YORK OFFICE
1129 NORTHERN BLVD.
MANHASSET, NEW YORK 11030

BOCA RATON (561) 361-9600
FAX (561) 361-9770

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

June 3, 2002

200005676962--1
-06/04/02--01027--003
*****78.75 *****78.75

Via Federal Express 8256 9166 3442

Secretary of State
Division of Corporations
409 East Gain Street
Tallahassee, FL 32399

Re: Incorporation of Advanced Body Care Services of Boca Raton, LLC
File Number 4-620-8

Dear Sir/Mam:

Enclosed please find our law firm's check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) for the filing of the enclosed Articles of Organization and Certificate of Designation of Registered Agent relating to the above referenced Corporation. Please file the Articles and return a copy of the filed articles in the enclosed self-addressed stamped envelope.

Thank you for your assistance with this matter.

Very truly yours,

Edward B. Cohen

Edward B. Cohen

EBC/gla
Enclosures

02 JUN 18 PM 2:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
660

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200005676962--1
-06/19/02--01030--004
*****46.25 *****46.25



JUN 13 2002

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 7, 2002

EDWARD B. COHEN
54 S.W. BOCA RATON BLVD.
BOCA RATON, FL 33432-4708

SUBJECT: ADVANCED BODY CARE SERVICES OF BOCA RATON, LLC
Ref. Number: W02000016660

FILED
02 JUN 18 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ADVANCED BODY CARE SERVICES OF BOCA RATON, LLC and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$46.25.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 402A00037859

LAW OFFICES
SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

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AND NEW YORK
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AND PENNSYLVANIA

June 13, 2002

FILED
02 JUN 18 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Federal Express 8256 9166 4287
Ms. Agnes Lunt, Document Specialist
Secretary of State
Division of Corporations
409 East Gain Street
Tallahassee, FL 32399

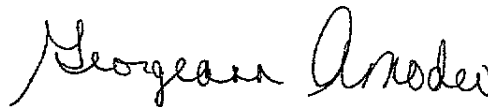
RE: **ADVANCED BODY CARE SERVICES OF BOCA RATON, LLC**
Letter Number: 402A00037859
Our File Number 4-620-8

Dear Sir/Mam:

Pursuant to your correspondence dated June 7, 2002, enclosed please find our law firm's check in the amount of Forty-Six Dollars and Twenty-Five Cents (\$46.75) representing the balance required for the filing of the Articles of Organization in connection with the above-referenced limited liability company.

Thank you for your assistance with this matter.

Very truly yours,



Georgeann Amodeo
Legal Assistant

/gla
Enclosures

ARTICLES OF ORGANIZATION

OF

**ADVANCED BODY CARE SERVICES OF BOCA RATON, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
02 JUN 18 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this limited liability company is **ADVANCED BODY CARE SERVICES OF BOCA RATON, LLC**, referred to in these Articles of Organization as the "Company".

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 11221 Malayan Street, Boca Raton, Florida 33428. The Company's registered agent is John B. Leonard, whose office is located at 11221 Malayan Street, Boca Raton, Florida 33428.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is John B. Leonard, who is a natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

John B. Leonard
11221 Malayan Street
Boca Raton, FL 33428

Mitchell D. Cohen
11221 Malayan Street
Boca Raton, FL 33428

Loredana Desroches
P.O. Box 6216
Delray Beach, FL 33482

**ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS**

The Company may admit new members as provided in the Company's operating agreement.

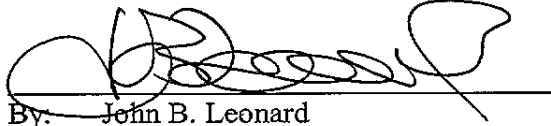
**ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION OR
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

ADVANCED BODY CARE SERVICES OF BOCA RATON, LLC
Articles of Organization

FILED
02 JUN 08 PM 2:45
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Executed this 31st day of May, 2002.


By: John B. Leonard
Its: Managing Member

FILED
02 JUN 18 PM 12:45
CLERK OF STATE
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: Advanced Body Care Services of Boca Raton, LLC.

2. The name and address of the registered agent and office is:

John B. Leonard
11221 Malayan Street
Boca Raton, Florida 33428

FILED
02 JUN 18 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 accept the obligations of my position as registered agent.


(Signature)

May 31, 2002

ADVANCED BODY CARE SERVICES OF BOCA RATON, LLC
Registered Agent Acceptance