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LO2000016470

June 28, 2002

VIA HAND DELIVERY

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

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

Dear Sir or Madam:

Enclosed please find the Articles of Organization of SleepFirst, L.L.C, and a check in the amount of \$125.00 representing the filing fee. You will also find one copy of the articles to be file stamped on an expedited basis and returned to our courier. Also, please contact me when the certified copy is ready to be picked up.

Thank you for your assistance. Should you have any questions concerning this matter please contact my office.

Very truly yours,



Michael E. Kinney

MEKI/ama
Enclosures

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****125.00 ****125.00

CLIENT/MATTER NUMBER
999700-0215

010.135201.1

FOLEY & LARDNER
106 EAST COLLEGE AVENUE, SUITE 900
TALLAHASSEE, FLORIDA 32301-7732

TEL: 850.222.6100
FAX: 850.561.6475
WWW.FOLEYLARDNER.COM

EMAIL ADDRESS
mkinney@foleylaw.com

LO2-16470
OK

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DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SLEEPFIRST, 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 makes, acknowledges, and files the following Articles of Organization:

ARTICLE I -- NAME

The name of the limited liability company shall be SLEEPFIRST, L.L.C. (the "Company").

ARTICLE II -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless otherwise dissolved as provided in these Articles of Organization.

ARTICLE III -- PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Company shall be 2013 Miccosukee Road, Tallahassee, Florida 32308.

ARTICLE IV -- INITIAL REGISTERED AGENT

The mailing and street address of the office of the initial registered agent of the Company in the State of Florida is:

Gregory A. Holt
2013 Miccosukee Road
Tallahassee, FL 32308

**ARTICLE V -- ADMISSION OF NEW MEMBERS AND
TRANSFERABILITY OF INTERESTS**

No additional members shall be admitted to the Company without first obtaining the unanimous written consent of all the then existing members of the Company, which consent shall be on such terms and conditions as shall be determined by all such then existing members. A member may transfer his, her or its interest in the Company as set forth in the regulations of the Company; provided that such transferee shall have no right to participate in the management of the business and affairs of the Company or become a member of the Company unless all the other members of the Company, other than the member proposing to transfer such interest, approve of the proposed transfer by unanimous written consent.

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TALLAHASSEE, FLORIDA

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ARTICLE VI -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, retirement, resignation, expulsion bankruptcy, or dissolution of a member 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 unanimous consent of all the remaining members within ninety (90) days after the occurrence of such event.

ARTICLE VII -- MANAGEMENT

The Company shall be managed by one or more of its 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 name and address of the initial Managing Members of the Company are:

Janie E. Holt, M.D.
2013 Miccosukee Road
Tallahassee, FL 32308

Gregory A. Holt, Ph.D.
2013 Miccosukee Road
Tallahassee, FL 32308

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Tallahassee, Florida, on this 27 day of June 2002.

ORGANIZER

Gregory A. Holt
Gregory A. Holt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, 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 SLEEP FIRST, L.L.C.
2. The name and address of the registered agent and office is:

Gregory A. Holt
2013 Miccosukee Road
Tallahassee, FL 32308

DATED: June __, 2002.

SLEEPFIRST, L.L.C.

By: Gregory A. Holt
Gregory A. Holt
As Its Organizer

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, THE UNDERSIGNED HEREBY 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 ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

By: Gregory A. Holt

DATE: June 27, 2002

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