

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Vista America, L.L.C.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75¹⁵⁵
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Cathi C. Wilkinson
Name (Printed or typed)

P.O. Box ~~10095~~ 10095
Address

Tallahassee, FL 32302
City, State & Zip

850-222-3533
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 APR 11 AM 8:29

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION
OF
VISTA AMERICA, L.L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), files these Articles of Organization for the purpose of forming a Limited Liability Company under the laws of the State of Florida.

1. NAME.

The name of the Limited Liability Company is VISTA AMERICA, L.L.C. (hereinafter referred to as the "Company").

2. PURPOSE.

The purpose for which the Company is organized is to acquire, manage and hold for investment and development purposes stock, bonds, securities, real estate or any other property, and generally to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

3. ADDRESS OF PRINCIPAL PLACE OF BUSINESS.

The mailing address and the street address of the principal place of business in Florida for the Company is: 300 South Park Road, Hollywood, FL 33021. Such address may be changed from time to time as provided in the Operating Agreement.

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TALLAHASSEE, FLORIDA

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4. REGISTERED AGENT.

The initial registered agent in Florida for the Company is: Gerald M. Cohen, and the initial registered office of the Company is located at 300 South Park Road, Hollywood, FL 33021.

5. MEMBERS; ADMISSION OF NEW MEMBERS.

The Company shall have at least one (1) Member. New Members may be admitted in the manner provided in the Operating Agreement.

6. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company, if any.

7. MANAGEMENT.

The Company shall be managed by not less than one (1) Manager, and is therefore a manager-managed company. In the event of the death of a Manager, the remaining Manager(s), if any, shall serve until the next meeting of the Members and until a successor for the deceased Manager is elected and qualified. The name and address of the person who is to serve as the Manager of the Company until the first annual meeting of Members

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or until his successor(s) are duly elected and qualified are as follows:

Steven M. Scott, M.D.
300 South Park Road
Hollywood, FL 33021

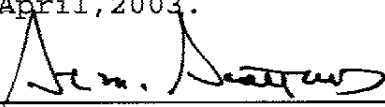
8. INDEMNIFICATION.

Unless expressly agreed otherwise in writing by all of the Members, the Company shall indemnify any Manager or former Manager to the full extent permitted under the Florida Limited Liability Company Act.

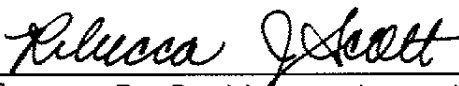
9. EFFECTIVE TIME.

These Articles shall be effective when filed with the Florida Department of State.

Executed this 10 day of April, 2003.



Steven M. Scott, M.D., as tenant
by the entirety



Rebecca J. Scott, as tenant by the
entirety

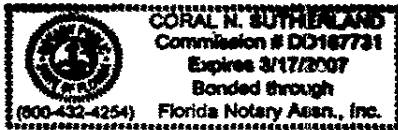
"Member"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF Florida,
COUNTY OF Broward.

The foregoing instrument was acknowledged before me this 10 day of April, 2003, by Steven M. Scott, M.D., as Member of VISTA AMERICA, L.L.C., a Florida limited liability company, on behalf of the company. He is personally known to me or has produced _____ as identification.

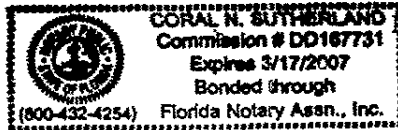


Coral N. Sutherland
NOTARY PUBLIC-STATE OF Florida

Print, Type or Stamp Name of
Notary Public

STATE OF Florida,
COUNTY OF Broward.

The foregoing instrument was acknowledged before me this 10 day of April, 2003, by Rebecca J. Scott, as Member of VISTA AMERICA, L.L.C., a Florida limited liability company, on behalf of the company. She is personally known to me or has produced _____ as identification.



Coral N. Sutherland
NOTARY PUBLIC-STATE OF _____

Print, Type or Stamp Name of
Notary Public

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

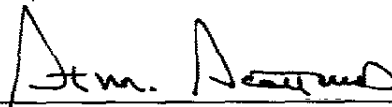
Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: Vista America, L.L.C.
2. The name and address of the registered agent and office is:

Gerald M. Cohen
(NAME)

300 South Park Road
(P.O. BOX NOT ACCEPTABLE)

Hollywood, FL 33021
(CITY/STATE/ZIP)

SIGNATURE: 
STEVEN M. SCOTT, M.D., as
tenant by the entirety

TITLE: Member

DATE: April 10, 2002

SECRETARY OF STATE
PALM BEACH, FLORIDA

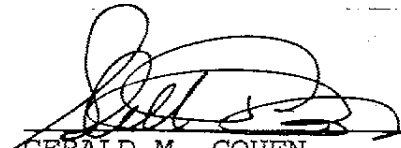
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ACCEPTANCE BY RESIDENT AGENT

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 AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____


GERALD M. COHEN

DATE: April 10, 2003

REGISTERED AGENT FILING FEE: \$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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