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LIMITED LIABILITY COMPANY
ZONECARE USA OF CALIFORNIA, LLC

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**ARTICLES OF ORGANIZATION
OF
ZONECARE USA OF CALIFORNIA, LLC
a Florida Limited Liability Company**

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 ZONECARE USA OF CALIFORNIA, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address of the company shall be P.O. Box 3107, Delray Beach, FL 33447 and the street address of the principal office of the company shall be 223 N.E. 5th Avenue, Delray Beach, FL 33444.

ARTICLE III - MANAGEMENT

The company shall be managed by the 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 of these articles of organization. The names and addresses of the members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
Jason Atkins	100 South Pointe Drive #3002 Miami Beach, FL 33139
Patricia Wilson	955 Bolender Drive Delray Beach, FL 33483
Vector Family Investments, LLC	P.O. Box 97 Delray Beach, FL 33447
James Buscarini	310-B South Willow Avenue Tampa, FL 33606

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ARTICLE III

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Loring Baker	1205 Mayfield Road Alpharetta, GA 30004
Francisco Van Marissing	5003 Polaris Cove Green Acres, FL 33463
Vonessa Wenzel	311 Monroe Avenue Maitland, FL 32751

ARTICLE IV - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the consent of the majority of the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless ma majority of the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE V - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member provided that the business of the company is continued by the consent of all the remaining members, and provided there is at least one (1) remaining member.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the company in the State of Florida is Kevin T. Rey, 223 N.E. 5th Avenue, Delray Beach, FL 33444.

ARTICLE VII - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company.

ARTICLE IX - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

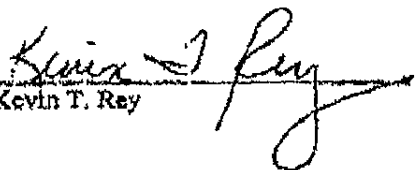
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IN WITNESS WHEREOF, the undersigned authorized representative of a member has made and subscribed these articles of organization at Boca Raton, Florida, on this 11th day of November, 2003.

AUTHORIZED REPRESENTATIVE OF A MEMBER:

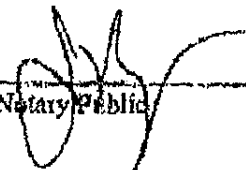

Kevin T. Rey

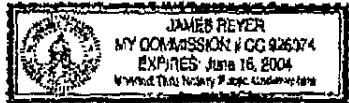
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was sworn to and acknowledged before me, on November 11, 2003, by Kevin T. Rey, who:

- is personally known to me, or
- has produced identification in the form of _____ which was examined by me,

and who did take an oath, and acknowledged that he is the person who executed the foregoing instrument.


Notary Public



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APPROVED
11/11/03

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, being the person named in the articles of organization of ZONECARE USA OF CALIFORNIA, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

REGISTERED AGENT:

Kevin T. Rey

Kevin T. Rey

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CLERK OF DISTRICT COURT
SOUTH DIXIE COUNTY FLORIDA

This instrument prepared by: James N. Reyer, P.A.
5301 N. Federal Highway, Suite 130, Boca Raton, Florida 33487
Telephone #: (561) 241-9003 * Florida Bar #: 0936022

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