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LAW OFFICES OF ARTHUR C. KOSKI, P.A.

ATTORNEYS AT LAW
EUROBANK BUILDING, STE. 200
568 YAMATO ROAD
BOCA RATON, FLORIDA 33431
TELEPHONE (561) 362-9800
TELECOPIER (561) 362-9870

November 17, 2003

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

Re: Total Medical Health Services, L.L.C.

Dear Sir or Madam:

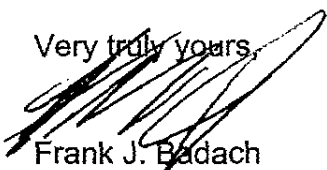
Enclosed please find the following papers to incorporate Total Medical Health Services, L.L.C.:

1. Original and one copy of the Articles of Organization for Florida Limited Liability Company for Total Medical Health Services, L.L.C., and Designation of Registered Agent;
2. Check for \$160.00 (Filing Fee; Registered Agent; Certified Copy and Certificate Of Status)
3. Stamped self-addressed envelope.

Please file the Articles of Organization and Designation of Registered Agent, and return one Certified-Stamped copy and Certificate of Status to the undersigned.

Thank you for your cooperation.

Very truly yours,


Frank J. Badach

FJB/af
Encls.
cc: Total Medical Health Services, L.L.C.

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY
OF
TOTAL MEDICAL HEALTH SERVICES, L.L.C.**

The undersigned hereby adopts the following Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company is TOTAL MEDICAL HEALTH SERVICES, L.L.C.

ARTICLE II

The mailing address and principal address of the limited liability company shall be 1892 West Hillsboro Boulevard, Deerfield Beach, FL 33442

ARTICLE III

**Registered Agent, Registered Office
and Registered Agent's Signature:**

The registered agent of the limited liability company shall be:

Frank J. Badach, Esquire
Law Offices of Arthur C. Koski, P.A.
568 Yamato Road, Suite 200
Boca Raton, FL 33431

Having been named as registered agent and to accept service 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 provision 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 as provided for in Chapter 608, F.S.


FRANK J. BADACH, Registered Agent

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Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared on this day, HOWARD WEINSTEIN, as President of TOTAL MEDICAL HEALTH SERVICES, L.L.C., known to me and know by me to be the person who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witnessed my hand and official seal this 17th day of November, 2003, in BOCA RATON, Palm Beach County, Florida.

My Commission Expires:

Anita M. Fraga
Notary Public, State of Florida

(☒) Personally known or () Produced Identification
Type of Identification: _____



Anita M. Fraga
My Commission DD193467
Expires November 07 2004

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared on this day, EVAN EPSTEIN, known to me and know by me to be the person who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witnessed my hand and official seal this 17th day of November, 2003, in BOCA RATON, Palm Beach County, Florida.

My Commission Expires:

Anita M. Fraga
Notary Public, State of Florida

() Personally known or (☒) Produced Identification
Type of Identification: _____



Anita M. Fraga
My Commission DD193467
Expires November 07 2004

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ARTICLE IV

The name and address of each Manager or Managing Member is as follows:

Total Medical Healthcare Services, Inc.
1892 West Hillsboro Boulevard
Deerfield Beach, FL 33442
Howard Weinstein, President

Evan Epstein
2672 Boundary Lane
Bellmore, NY 11710

TOTAL MEDICAL HEALTH
SERVICES, L.L.C.


HOWARD WEINSTEIN, President


EVAN EPSTEIN

IN WITNESS WHEREOF, the undersigned, as Manager, hereby executes these Articles of Organization in accordance with §608.408(3), Florida Statutes, the execution of this document constitutes an affirmative under the penalties of perjury that the facts stated herein are true on this 17th day of November, 2003.

TOTAL MEDICAL HEALTH
SERVICES, L.L.C.


HOWARD WEINSTEIN, President


EVAN EPSTEIN

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STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss: