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LIMITED LIABILITY COMPANY

LIFESCAN INSTITUTES OF AMERICA 3, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
LIFESCAN INSTITUTES OF AMERICA 3, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

**ARTICLE I
NAME**

The name of the Company is LIFESCAN INSTITUTES OF AMERICA 3, L.L.C.

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of the Company is 441 NE 4th Avenue, Fort Lauderdale, Florida 33301.

**ARTICLE III
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

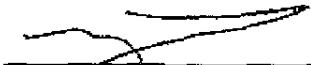
The name and street address of the initial Registered Agent of the Company is Nick Jovanovich at 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: December 23, 2003


NICK JOVANOVIH, Authorized
Representative of Member

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ACCEPTANCE OF DESIGNATION AS REGISTERED 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 as provided for in Chapter 608, Florida Statutes.

Dated: December 23, 2003


NICK JOVANOVIH, Initial
Registered Agent

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