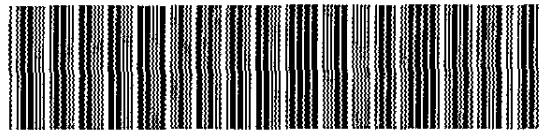


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W03-36989

Office Use Only

Marcia Swain, Esquire
Lawyer/Mediator

954 North Street

Boulder, CO 80304

Telephone 303.257.4300

Facsimile 720.405.8446

marciaswain@qwest.net

FILED

03 DEC 22 PM 3:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 27, 2003

Registration Section
Division of Corporation
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32314

SUBJECT: Transmittal Letter – New Era Health, LLC

Dear Registration Section:

The enclosed articles of organization and fees in the sum of \$100.00 are submitted for filing

Please return all correspondence concerning this matter to the following:

Marcia Swain
Full Spectrum Business Consultants, LLC
1445 Pearl Street – Suite #208
Boulder, CO 80302

For further information concerning this matter, please call Marcia Swain, at (720) 565-9746.

Thank you for your assistance.

Sincerely,



Marcia Swain

MPS:mps

pc: Full Spectrum Business Consultants, LLC



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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03 DEC 22 PM 3: 36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 8, 2003

MARCIA SWAIN
1445 PEARL STREET
SUITE #208
BOULDER, CO 80302

SUBJECT: NEW ERA HEALTH, LLC
Ref. Number: W03000036989

We have received your document for NEW ERA HEALTH, LLC and your check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$25.00.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 503A00065785

**ARTICLES OF ORGANIZATION
OF
NEW ERA HEALTH, LLC**

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03 DEC 22 PM 3:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a limited liability company under Chapter 608, Florida Statutes, adopt the following Articles of Organization for such limited liability company.

ARTICLE I

Name

The name of the limited liability company shall be New Era Health, LLC (herein, the "Company").

ARTICLE II

Address and Principal Place of Business

The initial mailing address, street address, and principal place of the Company are as follows:

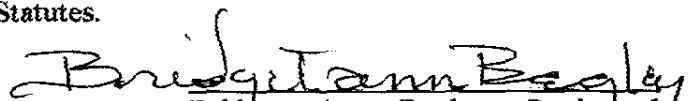
831 South Boulevard of the Presidents
Sarasota, FL 34236

ARTICLE III

Registered Office and Registered Agent

Section 3.1 Name and Address of Registered Agent. The street address of the initial registered office of the Company is 831 South Boulevard of the Presidents, Sarasota, Florida 34236, and the name of the initial registered agent at such address is Bridget Ann Bagley, whose signature appears below and who is familiar with and accepts the obligations of the position of registered agent. Either the registered office or the registered agent of the Company may be changed in the manner provided by law.

Section 3.2 Consent of Registered Agent. Having been named as registered agent and to accept service of process for the Company at the place designated in this certificate, Bridget Ann Bagley hereby accepts the appointment as registered agent and agrees to act in this capacity. Bridget Ann Bagley further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and she is familiar with and accept the obligations of her position as registered as provided for in Chapter 608, Florida Statutes.


Bridget Ann Bagley, Registered Agent

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ARTICLE IV
Management

Section 4.1 Management Vested in Manager. The management of the Company shall be vested in its manager or managers rather than in its members. CLERK OF STATE
TALLAHASSEE, FLORIDA

Section 4.2 Initial Manager (MGR). The initial number of managers of the Company shall be one (1). The number of managers may be increased or decreased in accordance with the terms of the Operating Agreement. The name and business address of the Manager (MGR), who shall serve until the first annual meeting of members and until the Manager's successor is elected and shall qualify is as follows:

TITLE

NAME AND ADDRESS

MGR

New Era Living, Inc.
831 South Boulevard of the Presidents
Sarasota, FL 34236

Section 4.3 Continuation of Duration. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, the remaining members shall have the right to unanimously agree to continue the duration of the limited liability company.

ARTICLE V
Organizer and Individual Causing Delivery of Articles

The name and address of the organizer and the individual who causes these Articles to be delivered for filing (and with whom the Secretary of State may communicate if filing of these Articles is refused for any reason) are as follows:

Marcia Swain
c/o Full Spectrum Business Consultants, LLC
1445 Pearl Street, Suite #208
Boulder, CO 80302
(720) 565-9746 (telephone)
(720) 565-0499 (facsimile)
E-mail address: marciaswain@qwest.net

ARTICLE VI
Purposes and Powers

Section 6.1 Purposes. Except as restricted by these Articles of Organization, the Company is organized for any legal and lawful purpose for which a limited liability company or a limited partnership may be organized pursuant to Chapter 608, Florida Statutes.

Section 6.2 General Powers. Except as restricted by these Articles of Organization, the Company shall have and may exercise all powers and rights that a limited liability company may exercise legally pursuant to Chapter 608, Florida Statutes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
Amendments

The Company reserves the right to amend its Articles of Organization from time to time in accordance with Chapter 608, Florida Statutes.

ARTICLE VIII
Adoption of Operating Agreement

The initial Operating Agreement of the Company shall be adopted by its members. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE IX
Indemnification of Managers.

The Company shall indemnify against any judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expense of any kind, including attorney's fees, incurred in any proceeding any person made a party to the proceeding because the person is or was a manager of the Company if:

A. The person conducted himself in good faith;


B. The person reasonably believed:

(i) In the case of conduct in his official capacity, that his conduct was in the Company's best interest; or

(ii) In all other cases, that his conduct was at least not opposed to the Company's best interest; and

C. In the case of any criminal proceeding, the manager had no reasonable cause to believe his conduct was unlawful.

IN WITNESS WHEREOF, the above-named organizer signed these Articles of Organization this 27th day of October 2003.



Marcia Swain

**ARTICLES OF ORGANIZATION
OF
NEW ERA HEALTH, LLC**

FILED
03 DEC 22 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Sarasota, FL 34236

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Bridget Ann Bagley, Registered
Agent

ARTICLE IV Management

Section 4.1 Management Vested in Manager. The management of the Company shall be vested in its manager or managers rather than in its members.

Section 4.2 Initial Manager (MGR). The initial number of managers of the Company shall be one (1). The number of managers may be increased or decreased in accordance with the terms of the Operating Agreement. The name and business address of the Manager (MGR), who shall serve until the first annual meeting of members and until the Manager's successor is elected and shall qualify is as follows:

<u>TITLE</u>	<u>NAME AND ADDRESS</u>
MGR	New Era Living, Inc. 831 South Boulevard of the Presidents Sarasota, FL 34236

Section 4.3 Continuation of Duration. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, the remaining members shall have the right to unanimously agree to continue the duration of the limited liability company.

ARTICLE V Organizer and Individual Causing Delivery of Articles

The name and address of the organizer and the individual who causes these Articles to be delivered for filing (and with whom the Secretary of State may communicate if filing of these Articles is refused for any reason) are as follows:

Marcia Swain
c/o Full Spectrum Business Consultants, LLC
1445 Pearl Street, Suite #208
Boulder, CO 80302
(720) 565-9746 (telephone)
(720) 565-0499 (facsimile)
E-mail address: marciaswain@qwest.net

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A. The person conducted himself in good faith;

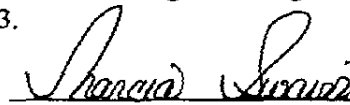
B. The person reasonably believed:

(i) In the case of conduct in his official capacity, that his conduct was in the Company's best interest; or

(ii) In all other cases, that his conduct was at least not opposed to the Company's best interest; and

C. In the case of any criminal proceeding, the manager had no reasonable cause to believe his conduct was unlawful.

IN WITNESS WHEREOF, the above-named organizer signed these Articles of Organization this 27TH day of October 2003.



Marcia Swain