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(Requestor's Name)

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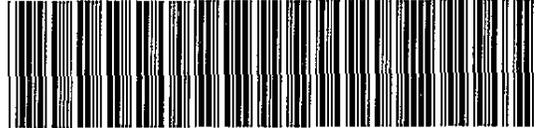
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BJK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 427597 7119882
AUTHORIZATION : *Patricia Pizuto*
COST LIMIT : \$ 155.00

04 FEB -6 PM 11 18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 6, 2004
ORDER TIME : 12:09 PM
ORDER NO. : 427597-010
CUSTOMER NO: 7119882
CUSTOMER: Ms. Lisa A. Nagler
Baritz & Colman, P.a.

Suite 750
150 East Palmetto Park Road
Boca Raton, FL 33432

DOMESTIC FILING

NAME: VSC OF PALM BEACH, LLC

EFFECTIVE DATE:

- _____ ARTICLES OF INCORPORATION
- _____ CERTIFICATE OF LIMITED PARTNERSHIP
- XX _____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX _____ CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION OF
VSC of PALM BEACH, LLC**

The undersigned manager hereby certifies that the managers have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **VSC of PALM BEACH, LLC**, (the "Company").

**ARTICLE II
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 751 Park of Commerce Drive, Suite 128 Boca Raton, Florida 33487.

**ARTICLE III
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Nancy B. Colman, Esq., Baritz & Colman LLP, 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432.

**ARTICLE IV
DURATION**

This Company shall have perpetual, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Operating Agreement adopted by the members.

ARTICLE V
MANAGEMENT

The Company will be managed by its managers in accordance with the Company's Operating Agreement. The name and address of the managers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey Pechter	751 Park of Commerce Dr. Suite 128 Boca Raton, Florida 33487
Stephen Block	751 Park of Commerce Dr. Suite 128 Boca Raton, Florida 33487

ARTICLE VI
RESTRICTIONS ON MEMBERSHIP

Members or Managers shall have the right to admit or not admit new members as more particularly set forth in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.

Executed by the undersigned manager(s) at Boca Raton, Florida on the 4 day of February, 2004.

VSC of PALM BEACH, LLC

By: [Signature]
Stephen Block, Manager

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 4th day of February, 2004, by Stephen Block He is personally known to me or has produced _____ as identification.

NOTARY SEAL



Elena Joy Wigdner
My Commission DD041500
Expires July 11 2006

[Signature]
Notary Public
My commission expires: 7/11/06

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is VSC of PALM BEACH, LLC.

The name of the initial registered agent of the limited liability company is Nancy B. Colman, Baritz & Colman, LLP, 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432.

REGISTERED AGENT ACCEPTANCE

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 that 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.



Nancy B. Colman, Esq.
BARITZ & COLMAN, LLP.

Date: 2/2, 2004