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**HOWARD A. CAPLAN**  
Attorney, P.A.

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Licensed in  
Florida &  
Tennessee

March 3, 2004

Division of Corporations  
Secretary of State  
State Of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the Articles of Organization of Balance Solutions, LLC along with the statement of registered agent and check for the appropriate fee.

Sincerely,



Howard A. Caplan

HAC/mt  
enclosures

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ARTICLES OF ORGANIZATION  
OF  
BALANCE SOLUTIONS, LLC

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The undersigned organizer of these Articles of Organization, a natural person competent to contract, and authorized representative of the initial members hereof, hereby presents these Articles for the formation of a for profit limited liability company under the Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I

The name of the Company is Balance Solutions, LLC.

ARTICLE II

This Company will exist perpetually.

ARTICLE III

The principal office, and the mailing address, of the Company initially will be at 475 West Town Place, Suite 111, St. Augustine, Florida 32092. The principal office may be moved to any address that the members may choose, provided however that the principal office will be in the State of Florida.

ARTICLE IV

The registered office will be and the registered agent at that same address are:

Agent

Registered Office Address

Howard A. Caplan, Attorney, P.A.

6260 Dupont Station Court, Suite C  
Jacksonville, FL 32217

ARTICLE V

The members of the Company may admit new members as will be set forth in the

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Operating Agreement of the Company.

#### ARTICLE VI

The death, incapacity, retirement, resignation, expulsion, bankruptcy, dissolution, or occurrence or any other event that terminates the continued membership of a member will not prevent the remaining members from continuing to operate the Company.

#### ARTICLE VII

The management of the Company is reserved to the members of the Company. However, the members may, upon majority vote of the current membership interest ownership, elect to be manager managed.

#### ARTICLE VIII

The general nature of the business that will be transacted by the Company is any legally permissible activity, including medical equipment sales.

#### ARTICLE IX

No contract or other transaction between this Company and any other company will be affected by the fact that any member of this Company is interested in or is a member of such other company. Every person who may become a member of this Company is hereby relieved from any liability that might otherwise exist from contracting with this Company for the benefit of himself or any firm, association, or company in which he may be interested in any way.

#### ARTICLE X

This Company will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance

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plan, or other retirement or incentive compensation plans. This Company will have the power to make loans, secured or unsecured, to its Members, providing said members are active employees of the Company.

#### ARTICLE XI

The Company will indemnify any and all persons who may serve or who have served at any time as member, manager, managing member, employee, or agent of the Company or at any time have served as member, manager, managing member, employee, or agent of another company in which the Company at such time owned or may own an membership interest or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been members, managers, managing members, employees, or agents of the Company, or of such other company except in relation to matters as to which any such member, manager, managing member, employee, or agent or former member, manager, managing member, employee, or agent will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, agreement, vote of members, or otherwise, and the Company may indemnify any member, manager, managing member, employee, or

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agent or any former member, manager, managing member, employee, or agent to the fullest extent permitted by law

## ARTICLE XII

The name and address of the organizer and person signing these Articles of Organization are:

Name

Address

Howard A. Caplan

6260 Dupont Station Court, Suite C  
Jacksonville, FL 32217

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization, this 3<sup>rd</sup> day of March, 2004.

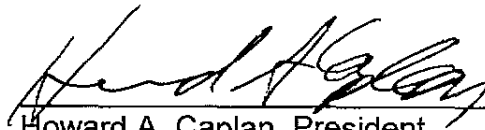
  
Howard A. Caplan

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ACKNOWLEDGMENT AND ACCEPTANCE  
OF REGISTERED AGENT

Having been named to accept service of process for the above stated company, at the place designated in the Articles of Organization to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provisions of said law relative to keeping open said office.

HOWARD A. CAPLAN, ATTORNEY, P.A.

  
Howard A. Caplan, President

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