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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

conflict doctors, L.L.C.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 29, 2004

EMPIRE

SUBJECT: CONFLICT DOCTORS, L.L.C.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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ARTICLES OF ORGANIZATION**OF****CONFLICT DOCTORS, L.L.C.**

The undersigned certify that we have associated ourselves 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this company is Conflict Doctors, L.L.C. and its principal office shall be located at 11080 Baybreeze Way, Suite 300, Boca Raton, FL 33428.

ARTICLE II**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. In general, to carry on any and all incidental business. To have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase, or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

Prepared by:
Kenneth Goldsmith
1656 Polk Street, #9
Phone: 305.776.4555
Florida Bar Number: 0755788

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows: Andrew Edelman 11080 Baybreeze Way, Suite 300, Boca Raton, Florida 33428.

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all or as the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000 cash shall be paid to the limited liability company. This cash contribution will be made from member Andrew Edelman. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII PROFITS AND LOSSES

Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to distribution of profits in proportion to their ownership interest in the limited liability company.

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Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE VIII

DURATION

This limited liability company shall exist until as the case may be or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1656 Polk Street, #9, City of Hollywood, County of Broward, State of Florida, and the name of the company's initial registered agent at that address is Kenneth Goldsmith.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of The Conflict Doctors, L.C.

Executed by the undersigned on this 21 day of April, 2004.


Andrew Edelman, Member

STATE OF FLORIDA)
COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 21 day of April, 2004, by Andrew Edelman, who personally appeared before me at the time of notarization and are personally known to me and who did take an oath.


Notary Public State of Florida



Kenneth Goldsmith
My Commission D0200022
Expires February 21, 2006

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

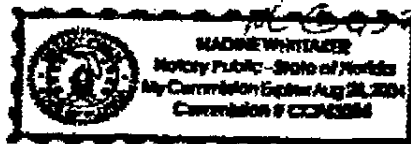
The name of the limited liability company is Conflict Doctors, L.L.C.

The name of the registered agent for Conflict Doctors, L.L.C. is Kenneth Goldsmith and the street address of the company's principal office where the agent is located is 1656 Polk Street, #9, Hollywood, Florida 33020.

This statement is to acknowledge that, as indicated above, Conflict Doctors has appointed me, Kenneth Goldsmith, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated 4/28/04

Signature Kenneth Goldsmith



STATE OF FLORIDA)
COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 28 day of April 2004, who personally appeared before me at the time of notarization and is personally known to me and who did take an oath.

Madeline Whiteaker
Notary Public State of Florida

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