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9/20
[Signature]

General Counsel Advisors,P.A.

September 9, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Ultimate Health Associates, LLC

To Whom It May Concern:

On behalf of Ultimate Health Associates please find Articles of Incorporation, a registered agent designation and a check in the amount of \$130.00 for the filing fee, registered agent filing fee and a certified of status.

Thank you for you attention to this matter. If you have any questions please contact me.

Sincerely,


Kenneth S. Gluckman

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ULTIMATE HEALTH ASSOCIATES, LLC

ARTICLE I - NAME

The name of the Company is: Ultimate Health Associates, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Company is: 515 W. SR 434, Suite 205, Longwood, Florida 32750.

ARTICLE III - MEMBERSHIP INTERESTS

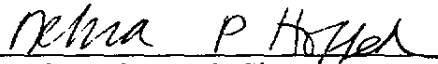
The Company shall have 1,000 Membership Interests authorized for issue to the Members of the Company.

ARTICLE IV - REGISTERED OFFICE & AGENT

The Name and the Florida street address of the register agent is:

Debra P. Hoffen
1087 Bloomsbury Run
Lake Mary, Florida 32746

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.


Registered Agent's Signature

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FLORIDA

ARTICLE V - MANAGING MEMBERS

The Company shall have the following Managing Members:

Managing Members: Debra P. Hoffen
1087 Bloomsbury Run
Lake Mary, Florida 32746

Bruce R. Hoffen
1087 Bloomsbury Run
Lake Mary, Florida 32746

ARTICLE VI - INDEMNIFICATION

The Company shall, to the fullest extent permitted by the laws of Florida indemnify any and all Managers and officers of the Company and may, in the discretion of the Managers of the Company, indemnify any and all other persons whom it shall have power to indemnify under applicable law, from and against any and all of the liabilities, expenses or other matters referred to or covered by law. The indemnification provisions contained in the Florida statutes shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of Members or disinterested Managers, or otherwise. No provision of these Articles of Organization is intended by the Company to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida statutes upon the Company, upon its Members or upon its Managers, officers and other company, including, in particular, the power of the Company to furnish indemnification to Managers, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida statutes and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida statutes.

ARTICLE VII - AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation.

Debra P. Hoffen
Signature of Member

Debra P. Hoffen
Typed or printed name of Member

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