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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTED JUN 26 2006

June 12, 2006

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2551 Executive Center Circle
Tallahassee, Florida 32301

Re: Highlands Health and Wellness Center, L.L.C.

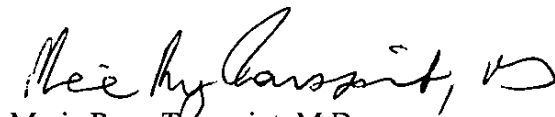
Dear Sir or Madam:

Enclosed please find the original and one copy of the fully executed Articles of Organization for Highlands Health and Wellness Center, L.L.C. (the "Company") and the fully executed Registered Agent Designation. I am requesting that the Florida Division of Corporations file the enclosed Articles of Organization upon receipt.

Also enclosed is our check in the amount of \$130 for the filing fee, Registered Agent Designation fee and the fee for a certified copy of the Articles of Organization. Please send a certified copy of the Articles of Organization to the Company's principle place of business address.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,


Marie Rosy Teussaint, M.D.

Enclosures

**ARTICLES OF ORGANIZATION
OF
HIGHLANDS HEALTH AND WELLNESS CENTER, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA.

The undersigned being above the age of eighteen (18) years of age and competent to contract, for the purposes of organizing a limited liability company pursuant to Chapter 608, Florida Statutes, and the laws of the State of Florida, does hereby adopt the following Articles of Organization for Highlands Health and Wellness Center, L.L.C. (the "Company"), and does hereby agree and certify as follows:

**ARTICLE I
NAME & PRINCIPAL OFFICE**

The name of this Company shall be Highlands Health and Wellness Center, L.L.C., and its principal place of business shall be located at 249 U.S. Highway 27 N., Sebring, Florida 33870.

**ARTICLE II
DURATION**

The duration of the Company shall be perpetual unless sooner dissolved according to law.

**ARTICLE III
GENERAL PURPOSE: GENERAL POWERS**

The primary purpose of the Company is to engage in the business of providing professional medical services and health care consulting services to the Company's patients and clients. Provided, however, that the purposes of the Company shall be determined to include, without limitation, the following:

1. To have a company seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
4. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or

of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

5. To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservations, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

6. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Managing Members may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

7. To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To elect or appoint officers and agents and define their duties and fix their compensation.

10. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

11. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

12. To have and exercise all powers necessary or convenient to affect its general purpose.

The foregoing paragraphs shall be construed as enumerating both the objectives and purposes of this Company. It is hereby expressly provided that the foregoing enumerations of specific purposes shall not be held to limit or restrict in any manner the purposes of this Company otherwise permitted by law.

ARTICLE IV REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Company shall be located at 249 U.S. Highway 27 N., Sebring, Florida 33870, and the initial registered agent of the Company at that address shall be

Marie Rosy Toussaint, M.D. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE V MANAGEMENT

The Company is to be managed by a member whose name, address and membership interest is:

Marie Rosy Toussaint, M.D.
3887 Rodeo Drive
Sebring, Florida 33875
(100% membership and economic interest)

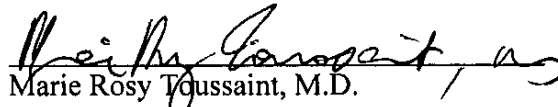
ARTICLE VI AMENDMENT

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

ARTICLE VII HEADINGS AND CAPTIONS

The headings or captions of the various Articles in these Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true this 13th day of June, 2006.


Marie Rosy Toussaint, M.D.
Managing Member

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

In compliance with Sections 48.091 and 608.407, Florida Statutes, the following is submitted:

Highlands Health and Wellness Center, L.L.C. (the "Company") desiring to organize as a limited liability company under the laws of the State of Florida with its principal place of business at: 249 U.S. Highway 27 N., Sebring, Florida 33870, has named and designated: Marie Rosy Toussaint, M.D., with her registered office located at 249 U.S. Highway 27 N., Sebring, Florida 33870 as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Marie Rosy Toussaint hereby agrees to act in this capacity, and represents that she is familiar with and accepts the obligations of Section 608.407, Florida Statutes, as the same may apply to the Company. Marie Rosy Toussaint further agrees to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of her duties as Registered Agent.

Dated this 13th day of June, 2006.

By: Marie Rosy Toussaint, M.D.

Printed Name: MARIE ROSY TOUSSAINT M.D.

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