

LOG 0000 77934

Sara Fulham

(Requestor's Name)

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(Address)

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Tall., FL 32301

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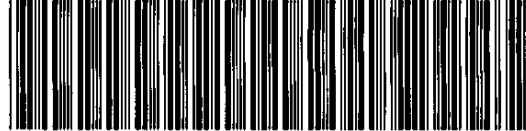
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06 AUG - 8 AM 10:03
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ALL SEASONS HOME CARE, LLC**

ARTICLE I

NAME

The name of this limited liability company (the "Company") shall be **All Seasons Home Care, LLC** and its mailing address and principal place of business is 8951 N.W. 34th Street, Cooper City, Florida 33024.

ARTICLE II

COMMENCEMENT OF COMPANY EXISTENCE

The Company shall commence existence on the date these Articles of Organization are filed with the Corporations Division of the Florida Department of State and shall have perpetual existence unless sooner dissolved according to its Operating Agreement or law.

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ARTICLE III

GENERAL PURPOSE; GENERAL POWERS

The general purpose of the Company shall be the owning, management, and operation of a home health care business and any other lawful business necessary or helpful in carrying out such purposes. The Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Company is Patricia Heuberger and the registered office address is 8951 N.W. 34th Street, Cooper City, Florida 33024. 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 shall be managed by a Manager or Managers as set forth in the Operating Agreement adopted by the Company. Except as otherwise stated in the Company's Operating Agreement, the Manager or Managers has sole authority to manage the Company and is authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business. This provision does not alter or waive any duty that the Manager or Managers may have to the Company concerning the Manager's or Managers' exercise of management authority.

ARTICLE VI

OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members and shall require the approval of the Manager or Managers and of Members owning more than fifty percent (50%) of the Membership Units.

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ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may not be admitted except upon compliance with the tests and conditions set forth in the Operating Agreement:

ARTICLE VIII

DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY,
EXPULSION, DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the Manager or Managers may continue the business of the Company without a vote of the Members so long as there is at least one (1) remaining Member of the Company.

ARTICLE IX

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, shall require approval of the Manager or Managers and of Members owning more than fifty percent (50%) of the Membership Units.

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ARTICLE X

HEADINGS AND CAPTIONS

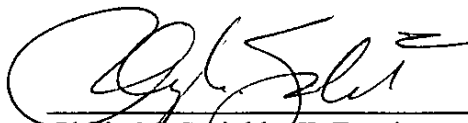
The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

ARTICLE XI

RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the Operating Agreement will govern.

IN WITNESS WHEREOF, the undersigned authorized representative of the Company does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, this 2nd day of August, 2006.


Philip M. Sprinkle, II, Esquire
Florida Bar #1076

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

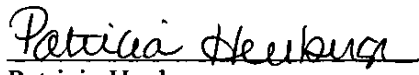
In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

All Season Home Care, LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **Patricia Heuberger**, as its initial registered agent to accept service of process within the State of Florida, with its registered office located at 8951 N.W. 34th Street, Cooper City, Florida 33024.

ACKNOWLEDGMENT

Having been named as the initial registered agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree 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 my duties as registered agent.

Dated this 2nd day of August, 2006.



Patricia Heuberger
Registered Agent

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TALLAHASSEE, FLORIDA

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 608.415, Florida Statutes, the following is submitted:

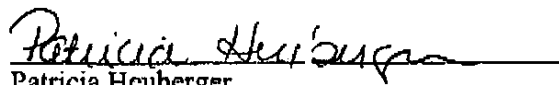
All Season Home Care, LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **Patricia Heuberger**, as its initial registered agent to accept service of process within the State of Florida, with its registered office located at 8951 N.W. 34th Street, Cooper City, Florida 33024.


Michael Downs, a Member

ACKNOWLEDGMENT

Having been named as the initial registered agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree 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 my duties as registered agent.

Dated this 7th day of August, 2006.


Patricia Heuberger
Registered Agent

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