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To:

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Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : I20010000078
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

NEIGHBORLY INTEGRATED CARE, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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Help

M. Thomas JAN - 9 2008

**ARTICLES OF ORGANIZATION
FOR
NEIGHBORLY INTEGRATED CARE, LLC**

ARTICLE I - NAME

The name of the Limited Liability Company is: NEIGHBORLY INTEGRATED CARE, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of Company is:

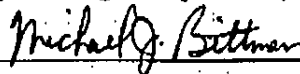
12425 28th Street North, Suite 200
St. Petersburg, Florida 33716

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE

The name and the Florida street address of the registered agent are:

Michael J. Bittman
301 East Pine Street, Suite 1400
Orlando, Florida 32801

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, F.S.



Registered Agent's Signature: Michael J. Bittman

ARTICLE IV - MANAGEMENT

The Company is to be managed by its sole Member and is, therefore, a Member-Managed company.

ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Organization shall be January 1, 2008.

ARTICLE VI - PURPOSE

The specific purposes for which the Company is organized are to: (i) provide medical and non-medical services to those elderly and handicapped persons who are in need of assistance; and (ii) to further the purposes of its sole Member, Neighborly Care Network, Inc., a Florida non-profit corporation.

In general, to do any and all acts and things, and to exercise any and all powers which now or

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hereafter are lawful for the Company to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing the purposes of the Company.

The general purposes for which the Company is organized shall be limited to those which are strictly charitable. In no event shall the Company engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Company shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Company participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Company engage in subversive activities.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Company or substantial contributor to it except as a reasonable allowance for services actually rendered to or for Company.

The Company is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE VII - POWERS

The Company shall have all of the powers of a Limited Liability Company as set forth in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), provided, however, it shall be limited to those which are strictly charitable. In no event shall the Company engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Company shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Company participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Company engage in subversive activities.

The Company is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE VIII - MEMBERSHIP INTERESTS AND ASSETS

All Members of the Company shall be organizations which are exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No membership interest or asset of the Company may be transferred (directly or indirectly) to an organization or individual other than an organization qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, unless such transfer is an exchange for Fair Market Value of the assets or interest being transferred. In the event that the sole Member of the Company shall cease to be qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, then such Member shall arrange to transfer its interest in the Company to another entity qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, within ninety (90) days of losing its exempt status.

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ARTICLE IX - LIQUIDATION, DISSOLUTION OR MERGER

Upon dissolution or liquidation of the Company, its assets shall be transferred or distributed only to its Member if, and only if, such Member is qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to an entity qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to be devoted exclusively to charitable purposes. In no event shall the Company merge with, consolidate with, or convert into an organization which is not either qualified as exempt under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE X - AMENDMENTS

All amendments to these Articles of Organization of the Company shall be made by action of the sole Member of the Company and shall be consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XI- AUTHORIZED REPRESENTATIVE

The Authorized Representative is:

Michael J. Bittman
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The Authorized Representative is acting solely in the capacity as organizer for the purpose of forming the limited liability company and shall have no liability whatsoever for acts done or purportedly done on behalf of the limited liability company.

WHEREOF, the undersigned has executed these Articles of Organization this 8th day of January 2008.

AUTHORIZED REPRESENTATIVE

Michael J. Bittman
Michael J. Bittman

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FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (OPTIONAL)
\$ 5.00 Certificate of Status (OPTIONAL)