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March 22, 1996

VIA FEDERAL EXPRESS

Office of Secretary of State
Division of Corporation
409 E. Gaines
Tallahassee St., FL 32399

400001757144
-03/26 96--01062--006
****337.50 ****337.50

Attn: Special Handling

Re: Articles of Organization of Lymphedema and Wound Care Healing, L.C.

Gentlemen:

Enclosed please find one (1) original and one (1) copy of the Articles of Organization of the above-referenced limited liability company and a check in the amount of \$337.50 (Breakdown: \$250 Filing Fee, \$35 Designation of Registered Agent, and \$52.50 Certified Copy). Please return a file-stamped copy to us and notify us by telephone when the Articles have been filed.

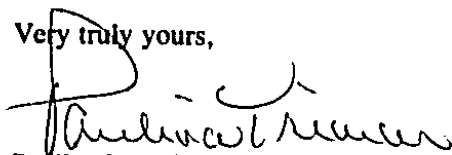
AFTER FILING RETURN TO:

Walter C. Wilson, Esq.
P. O. Box 801826
Houston, Texas 77280-1826

If you have any questions, please do not hesitate to call me.

Thank you for your courtesy and usual prompt attention.

Very truly yours,


Paulina D. Trimm,
Paralegal to Walter C. Wilson

Encls.

*Paulina called.
checked #4 of the affidavit
as \$2,000.*

TALLAHASSEE, FLORIDA

55 MAR 25 AM 11:19

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is: **THE LYMPHEDEMA AND WOUND HEALING, L.C.**

ARTICLE II - Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is:

4401 North East 25th Street
Ft. Lauderdale, FL 33308

ARTICLE III - Duration

The period of duration for the Limited Liability Company is not to exceed thirty (30) years from the date of filing with the Secretary of State.

ARTICLE THREE

Purpose and Powers

The purpose for which the limited liability company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE IV - Management

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager who is to serve as manager is:

SUSAN A. MORGAN
2020 Southwest Freeway, #210
Houston, Texas 77098

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

C T CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company is:

c/o C T CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, Florida 33324

SIGNED this 22nd day of March, 1996.

MEMBER:

FLORIDA HOLDINGS, L.L.C., a Nevada Limited Liability Company

By: Walter C. Wilson
WALTER C. WILSON, Authorized Representative of Member

(Signature of Member or the Authorized Representative of a Member)

REGISTERED AGENT ACCEPTANCE

I having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, 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.

CT CORPORATION SYSTEM

By: E. Wayne Patterson
(Signature)

3/22/96
(Date)

E. WAYNE PATTERSON
(Type Name of Officer)

ASSISTANT VICE PRESIDENT
(Title of Officer)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of THE LYMPHEDEMA AND WOUND HEALING, L.C. deposes and says"

- 1) the above named limited liability company has one member
- 2) the total amount of cash contributed by the member(s) is \$1,000
- 3) If any, the agreed value of property other than cash contributed by member is \$1,000. A description of the property is attached and made a part hereto.
- 4) the total amount of cash of property anticipated to be contributed by member is \$2,000. This total includes amounts 2 and 3 above.

FLORIDA HOLDINGS, L.L.C., a Nevada Limited Liability Company

By: Walter C. Wilson
WALTER C. WILSON, Authorized Representative of Member

Signature of a member or authorized representative of a member.
(In accordance with section 608.402(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

AFTER FILING RETURN TO:

WALTER C. WILSON, ESQ.
P. O. BOX 801826
HOUSTON, TEXAS 77280-1526

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95 MAR 25 AM 11:19
TALLAHASSEE, FLORIDA