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GOLDSTEIN & TANEN, P.A.
ATTORNEYS

SUITE 3850 ONE IRISWAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 374-3850
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(305) 374-7038

August 27, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

FILED
96 AUG 29 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: RehaMed International, L.L.C.

Dear Sir:

Enclosed please find an original and one copy of Articles of Organization for the captioned matter along with our check in the sum of \$337.50 (\$285 filing fee and \$52.50 certified copy) for filing same.

Please return the filed articles to us in the enclosed envelope as quickly as possible.
Thank you.

Sincerely,

Jeffrey S. Tanen

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***337.50 ***337.50

JST/mjb
Enclosure
cadcn/niedliff/l-secstate.mjb

ARTICLES OF ORGANIZATION
OF
REHAMED INTERNATIONAL, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name of Limited Liability Company

The name of this limited liability company is RehaMed International, L.L.C.

ARTICLE II

Company Existence

This limited liability company shall have perpetual existence.

ARTICLE III

Principal Place of Business

The address of the principal place of business of this limited liability company is 636 Sabal Palm Road, Miami, FL 33137.

ARTICLE IV

Registered Office

The address of the initial registered office of the company is c/o Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, FL 33131. The members may from time to time move the registered office to any other address in Florida.

ARTICLE V

Registered Agent

The initial registered agent of the company for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VI

Members

The initial members of the company shall be:

Robert C. Lee

John Caden

Jeffrey S. Tanen

Additional members may be admitted to the company upon resolution adopted by a unanimous vote of the members of the company (unless in the case of inheritance) and upon such additional member's cash contribution of his/her proportional minimum subscription.

ARTICLE VII

Right to Continue

The remaining members of the company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE VIII

Management of Company

The management of the company is reserved to the members. The names and addresses of the managing members are as follows:

John Caden
636 Sabal Palm Drive
Miami, FL 33137

Robert C. Lee
16 Clayburgh Road
Thornton, PA 19373

ARTICLE IX

Organizer

The name and address of the Organizer, who is the authorized representative of all of the members, is as follows:

Jeffrey S. Tanen, Esquire
One Biscayne Tower, Suite 3250
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE X

Members' Liabilities and Rights

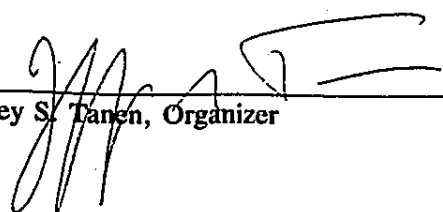
No contract, act or transaction of this company with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any member of this company is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a member of this company is hereby relieved from any liability that might otherwise exist from thus contracting with this company for the benefit of himself or any other firm, association or corporation in which he may anyway be interested. Any member of this company may vote upon any contract or other transaction between the company and any subsidiary or controlled company without regard to the fact that he is also a member or director of such subsidiary or controlled company.

ARTICLE XI

Amendment

These Articles of Organization may be amended, changed, altered, or repealed only by unanimous vote of the membership interest.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this 27 day of August, 1996.



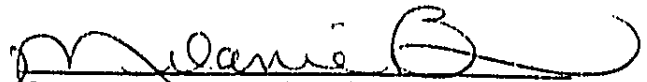
Jeffrey S. Tanen, Organizer

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Jeffrey S. Tanen, to me known to be the person described in and who executed the foregoing Articles of Organization and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 27 of August, 1996.

My commission expires:


Notary Public, State of Florida

OFFICIAL NOTARY SEAL
MELANIE BROUSSARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC313973
MY COMMISSION EXPI. OCT. 28, 1997

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
REHAMED INTERNATIONAL, L.L.C.**

The undersigned member or authorized representative of a member of REHAMED INTERNATIONAL, L.L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$200.00.
3. The agreed value of property other than cash contributed by member(s) is \$-0-.
4. The amount of cash or property anticipated to be contributed by member(s) is \$-0-.
5. The total amount of 2, 3 and 4 is \$200.00.



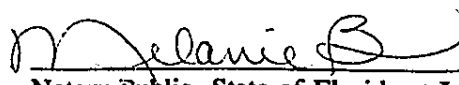
JEFFREY S. TANEN

STATE OF FLORIDA

)
) ss:
)

COUNTY OF DADE

The foregoing instrument was acknowledged before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, this 27 day of August, 1996, by Jeffrey S. Tanen, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced _____ as identification.



Notary Public, State of Florida at Large

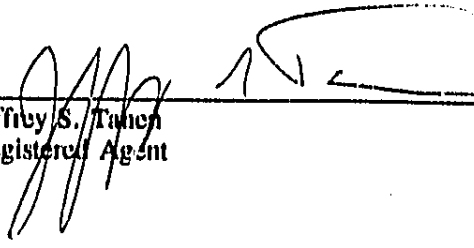
Melanie Broussard
Print

My commission expires:

OFFICIAL NOTARY SEAL MELANIE BROUSSARD NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC313973 MY COMMISSION EXP. OCT. 28, 1997
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REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above-named limited liability company at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.



Jeffrey S. Tamen
Registered Agent

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96 AUG 29 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA