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June 23, 1997

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: VitalCare North America, L.C.

200002221542-76
06/24/97 01077-002
*****337.50 *****337.50

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization for Florida Limited Liability Company and Certificate of Designation of Registered Agent regarding the above-reference. Also enclosed is our check in the amount of \$337.50 for filing of the articles. A self-addressed return envelope is enclosed for your convenience in the return of the certified copy of the Articles of Organization.

Thank you.

Sincerely,


Dana Elias,
Legal Assistant

de/
Enclosures

QN 6-25-97

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

OF

VITALCARE NORTH AMERICA, L.C.

FILED
JUN 24 11:33
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is:

VITALCARE NORTH AMERICA, L.C.

ARTICLE II Address:

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

10200 N.W. 25th Street
Miami, FL 33172

ARTICLE III Duration

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV Management

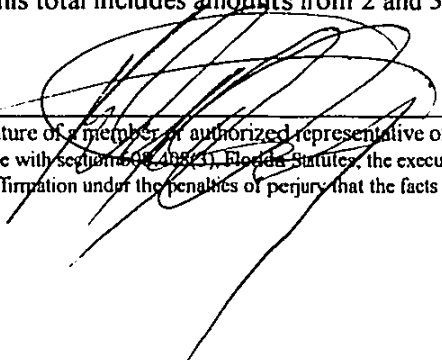
The Limited Liability Company is to be managed by the members and the name and address of the managing members are:

Ramzi Abulhaj
Rick F. Admani
Fayzeh Zakaria
10200 N.W. 25th Street
Miami, FL 33172

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of VITALCARE NORTH AMERICA, L.C. deposes and says:

- 1) the above named limited liability company has at least three members
- 2) the total amount of cash contributed by the member(s) is \$ 750.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0 A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 750.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member
(In accordance with section 607.408(1), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

VITALCARE NORTH AMERICA, L.C.

2. The name and address of the registered agent and office is:

BRCMC, Inc.
c/o Blank Rome Comisky & McCauley
1401 Forum Way, Suite 700
West Palm Beach, FL 33401

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.

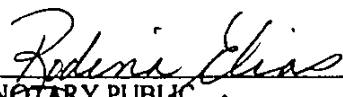
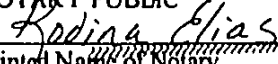

Michael H. Leeds, Vice President

6/23/97
Date

STATE OF FLORIDA }
 } ss
COUNTY OF PALM BEACH }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Michael H. Leeds, who is personally known to me () or who did furnish _____ for identification, and who acknowledged executing the foregoing Designation and Acceptance as Vice President of BRCMC, Inc., the Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of June, 1997.


NOTARY PUBLIC

Printed Name of Notary

Rodina Elias
Notary Public, State of Florida
Commission No. CC 427190
My Commission Expires 12/18/98
1-800-3-FLORIDA - Fla. Notary Service & Bonding Co.

(Seal)

FILED
97 JUN 24 12:11:33