• CAPITAL COMNECTION, INC. 417 E. Virgini Street, Suit 11 • Thahassed Florida 12307 (850) 224-8810 • 1-800-442-8162) • Fal (859) 221-127

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F9m medical Supplies. L.	
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98 JAN 26 AN 9: 52 DIVISION OF CURPORATION	Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Pictitious Name File Trade/Service Mark Merger File Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement
19/C1/26/98	Photo Copy Certificate of Good Standing
CERT 52.50	Certificate of Status Certificate of Fictitious Name Corp Record Search
Signature	Officer Search Fictitious Search Fictitious Owner Search Vehicle Search
Requested by: 1-28-97 // 00 Name Date Time	Driving Record UCC 1 or 3 File UCC 11 Search UCC 11 Retrieval
Walk-In Will Pick Up	Courier

ARTICLES OF ORGANIZATION OF F & M MEDICAL SUPPLIES, L.C.

The undersigned hereby adopts the following articles of organization for the purpose of forming a Limited Liability Company under Chapter 608 of the Florida Statutes.

<u> ARTICLE I - Name</u>

The name of this Company is F & M Medical Supplies, L.C. (the "Company").

ARTICLE II - Duration

This Company is to commence its existence on the date of the execution and acknowledgment of these articles and shall exist for thirty (30) years thereafter until dissolved according to these articles or law.

ARTICLE III - Purpose

The Company is organized for the purpose of engaging in any and all lawful business.

ARTICLE IV - Additional Members

Additional members shall be admitted to the Company upon the approval of all then-existing members of the Company and upon the terms and conditions as shall be established by agreement of all then-existing members of the Company.

ARTICLE V - Continuance of Company

All the remaining members may consent to the continuance of the Company's business notwithstanding the death, retirement, member, or the occurrence of any other event that terminates the continued membership of a member in the Company. The Company shall be dissolved upon unanimous agreement of all members.

ARTICLE VI - Management of the Company

The Company shall be managed by its members. The names and addresses of the members are:

Name Address

Sterling Investors, Ltd. c/o Kenneth F. Claussen
701 Brickell Ave., Suite 1600
Miami, Florida 33131

Marsha Collazo 15510 N.E. 15 Court
North Miami Beach, Florida

ARTICLE VII - Principal Office and Place of Business and Initial Registered Agent

The Company's place of business in this state is 701 Brickell

Avenue, Suite 1600, Miami, Florida. The name and address of the

registered agent of the Company is Kenneth F. Claussen, 701

Brickell Avenue, Suite 1600, Miami, Florida. The principal office address
is also the Company's mailing address.

IN WITNESS WHEREOF, the organizer has executed these articles

this 23/d day of January 1998.

Kenneth F. Claussen, Organizer

And Agent of

Sterling Investors, Inc.

I hereby accept the appointment as resident agent and st that I am familiar with and accept the duties, obligations responsibilities as resident agent for the Company.

STATE OF FLORIDA) COUNTY OF DADE

the undersigned BEFORE ΜE, authority, an officer duly authorized to administer oaths take _acknowledgments, and personally appeared Kenneth F. Claussen, known to me and known by me to be the person who executed the foregoing articles of organization, and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 231998, at Miami, Dade County, Florida.

Notary Public

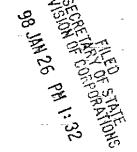
State of Florida at Large Name: Cecilia Feaksu,

Commission No.:



ORGANIZATIONAL AFFIDAVIT FOR F&M MEDICAL SUPPLIES, L.C.

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)



Before me, personally appeared Marsha Collazo, who after being duly sworn deposes and says:

- 1. I am a member of F&M Medical Supplies, L.C. (the "Company");
- 2. The Company has two members;
- 3. The amount of cash to be contributed to the capital of the Company is \$125,000.00 and the amount anticipated to be contributed as additional capital is \$125,000.00.

 No property has been or will be contributed.

 FURTHER AFFIANT SAYETH NOT.

Marsha Collso

Marsha Collazo

Before me, personally appeared, Marsha Collazo, who is personally known or showed as identification, and she acknowledged that the foregoing instrument is true and correct to the best of her knowledge.

Dated this 23 day of January, 1998.

Notary Public

Print Name: Cecilia (

Commission No.: