



THE UNITED STATES  
CORPORATION  
COMPANY

# L980000000679

ACCOUNT NO. : 072100000032

REFERENCE : 813537 7153428

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$285.00

ORDER DATE : May 11, 1998

ORDER TIME : 4:00 PM

ORDER NO. : 813537-005

000002535820--9

CUSTOMER NO: 7153428

CUSTOMER: Mr. Ricardo Garza  
MR. RICARDO GARZA  
CONNOLLY, SWITAJ & CO. LLP  
721 N. Beers Street

Holmdel, NJ 07733

DOMESTIC FILING

NAME: MTP HEALTH PRODUCTS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 26 PM 4:21  
RECEIVED  
98 MAY 26 PM 4:09  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*BK*  
*5/26/98*

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

MTP HEALTH PRODUCTS, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 15002 Lakeview Drive, Houston TX 77040.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32391 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

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

Ricardo Garza 15002 Lakeview Drive,  
Houston, TX 77040

The undersigned authorized representative of a member of MTP HEALTH PRODUCTS, LLC hereby executes these articles of

organization on this 26 Day of MAY 1997.

CORPORATION SERVICE COMPANY



Its Agent, Karen B. Rozar

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

Dated: May 26, 1998

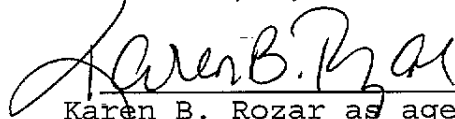
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MTP HEALTH PRODUCTS, LLC 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 85,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0.00.
- 4) the amount of cash or property anticipated to be contributed by member(s) is 305,000.
- 5) the total amount of 2, 3, and 4 is: 390,000.



Karen B. Rozar as agent for Corporation Service Company in its capacity as authorized representative.

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98 MAY 26 PM 4:24LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of WTP HEALTH PRODUCTS LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this  
19th day of MAY, 1998.

WITNESS

  
PETER P. PICKUP

TYPED OR PRINTED NAME

WITNESS

  
GERALD B. BIVENS

TYPED OR PRINTED NAME

SIGNATURE

  
RICARDO GARZA

TYPED OR PRINTED NAME

CKS