

L98000001734

AUGUST 7, 1998

00608-00611-01127-

~~00608-00611-00611~~

00789-~~01125~~-~~01115~~-~~00524~~-00671

REGISTRATION SECTION
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FL 32314

RE: APPLICATION FOR REGISTRATION OF LLC UNDER THE
NAME OF CARELINK L.L.C.

ENCLOSED IS AN ORIGINAL COPY OF ARTICLES OF ORGANIZATION
AND AFFIDAVIT, DESIGNATION OF REGISTERED AGENT AND A CHECK
FOR \$ 293.75 TO INCLUDE A CERTIFICATE OF STATUS.

PLEASE FORWARD TO

THOMAS H. BOURNE
6365 NW 6th WAY
SUITE 170
FT. LAUDERDALE, FLORIDA 33309
(954) 771-2874

500002613725--2
-08/12/98--01034--001
****293.75 ****293.75

W98-18387

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 12:27



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 24, 1998

THOMAS H. BOURNE
6365 NW 6TH WAY, SUITE 170
FT. LAUDERDALE, FL 33309

SUBJECT: CARELINK L.L.C.
Ref. Number: W98000018387

We have received your document for CARELINK L.L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The registered agent must sign accepting the designation.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 398A00041991

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 12:27

**ARTICLES OF ORGANIZATION
OF
CARELINK LLC

A FLORIDA LIMITED LIABILITY COMPANY**

THE UNDERSIGNED, FOR THE PURPOSES OF FORMING A LIMITED LIABILITY COMPANY UNDER THE FLORIDA LIMITED LIABILITY COMPANY ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF ORGANIZATION:

ARTICLE I - Name

The name of the Limited Liability Company is: CARELINK L.L.C.

ARTICLE II - Address

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

6365 NW 6th WAY
SUITE 170
FT. LAUDERDALE, FLORIDA 33309

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall commence on the date that the Articles of Organization are filed with the Florida Department of State and shall be June 30, 1999.

ARTICLE IV - Management

The Limited Liability Company may be managed by a manager(s) or by the members. The names, designations and addresses of the initial managing members are:

PHILIP GOODMAN	PRESIDENT & C.E.O.	AS ABOVE
MAXINE ADLER	VP MARKETING	AS ABOVE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 2:27

ARTICLE V – Admission of Additional Members

The right of the remaining members to admit additional members and the terms and conditions of the admission shall be:

New members may be admitted without specific consent, provided that they shall not enjoy ownership privileges that are not granted to existing members, until the dissolution of the Limited Liability Company.

ARTICLE VI – Members Right to Continue Business

The remaining members of the Limited Liability Company 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 of the Limited Liability Company.

ARTICLE VII – Initial Registered Agent

The initial registered agent shall be THOMAS H. BOURNE, having an address of

6365 NW 6th WAY
SUITE 170
FT. LAUDERDALE, FLORIDA 33309

ARTICLE VIII - Indemnification

The Limited Liability Company shall indemnify any manager or managing member to the full extent permitted by law.

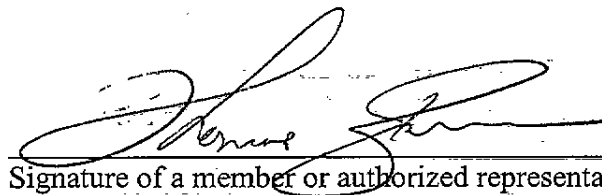
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 12:27

ARTICLE IX – Amendments

The Limited Liability Company reserves the right to amend or repeal any provision contained in these Articles of Organization, or any amendment thereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X – Operating Agreement

The power to adopt, alter, amend or repeal any Operating Agreement under which the operation of the Limited Liability Company and its manager or managers shall be defined shall be vested in the members, and any such adoption, alteration, amendment or repeal shall be approved in writing by a majority of the members.



Signature of a member or authorized representative of a member

Tom Bourne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 12:27

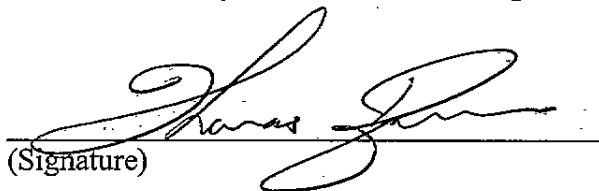
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

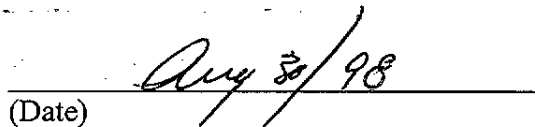
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CARELINK L.L.C.
2. The name and address of the registered agent and office is:

THOMAS H. BOURNE
6365 NW 6th WAY
SUITE 170
FT. LAUDERDALE, FLORIDA 33309

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.


(Signature)


(Date)

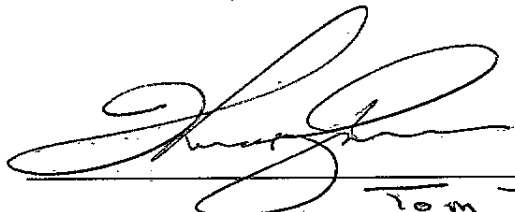
Tom Bourne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 12:27

**AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of CARELINK 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 members is \$ 150.00
- 3) there is no other property contributed by members
- 4) the total amount of cash or property anticipated to be contributed by members is \$500,000.00. This total includes the amount from 2 above.



Tom Bourdon
Dated Aug 30/98

(in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 12: 27