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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: JOSE MOJICA
PHONE: (212)431-5000
(212)431-1441

FAX #:

NAME: VISIONARY HEALTHCARE MANAGEMENT CONSULTANTS,
AUDIT NUMBER.....H98000024473
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0
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PAGES..... 3
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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME:

The name of the Limited Liability Company is: *Visionary Healthcare Management Consultants, LLC*

ARTICLE II - ADDRESS:

The mailing address is: *9800 South Ocean Blvd., Jensen Beach, Fl 34957* and the street address of the principal office of the Limited Liability Company is: *9800 South Ocean Blvd., Jensen Beach, Fl 34957*

ARTICLES III - DURATION:

The period of duration for the Limited Liability Company shall be: 12/31/2029.

ARTICLE IV - MANAGEMENT:

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

*Daniel Berman
9800 South Ocean Blvd.,
Jensen Beach, Fl 34957*

*William E. Mariano
901 N. Broadway
White Plains, NY 10603*

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: **By unanimous vote of the members.**

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be: **N/A**

ARTICLE VII- REGISTERED AGENT

The name and address of the registered agent is:

*Daniel Berman
9800 South Ocean Blvd.
Jensen Beach, Fl 34957*

Blumber Excelsior
62 White Street
New York, NY 10013
212-421-5000 ext 640

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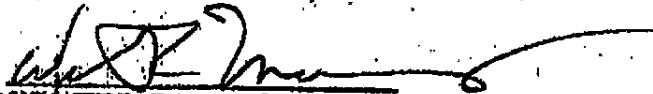
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ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of :
Visionary Healthcare Management Consultants, 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 members is \$ 100.00.
- 3) if any, the agreed value of property other than cash contributed by members is: N/A
- 4) the total amount of cash or property anticipated to be contributed by members is \$ 100.00



SIGNATURE OF A MEMBER OR AUTHORIZED REPRESENTATIVE OF A MEMBER
(IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT
CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE
TRUE.)

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

**PURSUANT OF THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, 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: _____

Visionary Healthcare Management Consultants, LLC

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS: _____

Daniel Berman
(NAME)

9800 South Ocean Blvd

(P.O. BOX or MAIL DROP BOX NOT ACCEPTABLE)

Jensen Beach, FL 34957
(CITY/STATE/ZIP)

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES OF
PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINT-
MENT 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.**

Daniel Berman
(SIGNATURE)

December 30, 1998
(DATE)

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62 White Street
New York, NY 10013
212-431-5000 ext 640

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