

L99000000121



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 090936 6179A

AUTHORIZATION :

Patricia Piguet

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DIVISION OF CORPORATIONS
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CUSTOMER NO: 6179A

CUSTOMER: Mr. Lance B. Friedman
WEISS & HANDLER, P.A.
WEISS & HANDLER, P.A.
Suite 218 A
2255 Glades Road
Boca Raton, FL 33431-7383

DOMESTIC FILING

NAME: NETWORK WELLNESS SYSTEMS,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

L99-121

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
NETWORK WELLNESS SYSTEMS, L.L.C.

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The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME AND ADDRESS

The name of the limited liability company shall be **NETWORK WELLNESS SYSTEMS, L.L.C.** (hereinafter the "Company"). The mailing address and street address of the principal office of the Company in Florida shall be 6320 N.W. 42ND Way, Boca Raton, Florida 33496.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or by law.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name of the registered agent of the Company in the State of Florida is Robert Steiner, and the street address of the registered office is 6320 N.W. 42ND Way, Boca Raton, Florida 33496.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in the affidavit attached hereto.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

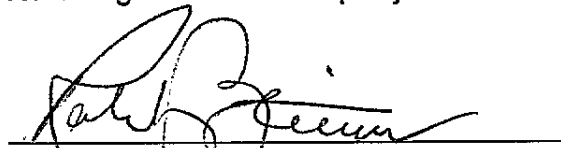
The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The names and addresses of the managing member(s) are:

NAME	ADDRESS
Robert Steiner	6320 N.W. 42 ND Way Boca Raton, Florida 33496
Diane Steiner	6320 N.W. 42 ND Way Boca Raton, Florida 33496

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **NETWORK WELLNESS SYSTEMS, L.L.C.**, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company simultaneously with being designated in the Articles of Organization. The undersigned is familiar with and accepts the obligations of registered agent of the Company.


ROBERT STEINER
REGISTERED AGENT

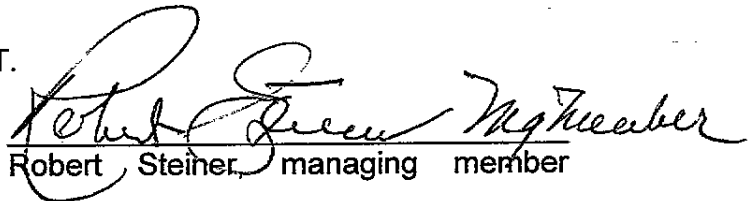
AFFIDAVIT OF DECLARATION OF NETWORK WELLNESS SYSTEMS, L.L.C.

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) ss

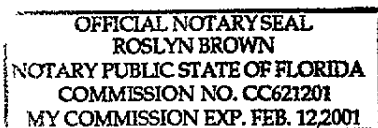
BEFORE ME, the undersigned authority personally appeared Michael Goldberg, who, after being duly sworn and under oath, deposes and says as follows:

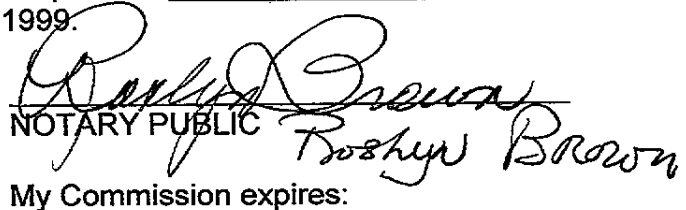
1. That Network Wellness Systems, L.L.C., has at least two (2) members;
2. That the cash contributed by each member is Five Hundred Dollars (\$500.00);
3. There has been no other property other than the cash contributed by the members to Network Wellness Systems, L.L.C.
4. The amount anticipated to be contributed by the members is approximately One Thousand (\$1,000.00) Dollars.

FURTHER AFFIANT SAYETH NAUGHT.


Robert Steiner, managing member

SWORN TO AND SUBSCRIBED before me by Robert Steiner, managing member, who is personally known to me () or who did provide _____ for identification, on this 01st day of January, 1999.




NOTARY PUBLIC
My Commission expires:

(Seal)

lance\myfiles\henry\networkwellness systems, L.L.C. articles

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