



**THE UNITED STATES
CORPORATION**
COMPANY

L 99000000621

99 FEB -3 PM 3:54

ACCOUNT NO. : 072100000032

DIVISION OF CORPORATION

REFERENCE : 121901 7137553

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 285.00

ORDER DATE : February 3, 1999

ORDER TIME : 1:49 PM

300002764003--3

ORDER NO. : 121901-005

CUSTOMER NO: 7137553

CUSTOMER: Nicholas Davis, Esq
MEDICAL INDUSTRIES OF AMERICA
MEDICAL INDUSTRIES OF AMERICA
Suite 400
1903 South Congress Avenue
Boynton Beach, FL 33426

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -3 PM 4:10

DOMESTIC FILING

NAME: STRATEGIC STRUCTURING, 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:

L99-621

Name	<i>OK</i>
Availability	<i>2-3</i>
Document	<i>OK</i>
Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater	<i>OK</i>
Verifier	<i>OK</i>
Acknowledgment	<i>OK</i>
W. P. Verifier	<i>OK</i>

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB -3 PM 4:10

ARTICLE I. NAME

The name of the Limited Liability Company is:

STRATEGIC STRUCTURING, L.L.C.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 1903 South Congress Avenue, Suite 400, Boynton Beach, Florida 33426.

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, 32301 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 managers and the name and address of the managers are:

Nicholas Davis	1903 South Congress Avenue, Suite 400, Boynton Beach, Florida 33426
----------------	---------------------------------------------------------------------------

The undersigned authorized representative of a member of
STRATEGIC STRUCTURING, L.L.C. hereby executes these articles of
organization on this 3rd day of February 1999.

CORPORATION SERVICE COMPANY

Deborah D. Skipper

BY: Deborah D. Skipper as its
agent as authorized representative
of STRATEGIC STRUCTURING, L.L.C.

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: Deborah D. Skipper
It's Agent, Deborah D. Skipper

Dated: February 3, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -3 PM 4:10

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of STRATEGIC STRUCTURING, 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 member(s) is \$100.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is NONE:
- 4) the amount of cash or property anticipated to be contributed by member(s) is -0-:
- 5) the total amount of 2, 3, and 4 is: \$100.00.

Deborah D. Skipper

Deborah D. Skipper as agent for Corporation Service Company in its capacity as authorized representative of a member of STRATEGIC STRUCTURES, L.L.C.

CKS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -3 PM 4:10

FEB. -03' 99 (WED) 12:16 CONTINENTAL-CAPITAL

TEL: 14076822544

P. 003

FEB. -03' 99 (WED) 10:59

CSC TALLAHASSEE

TEL: 850 521 1010

99 FEB -3 PM 4: 10

FILED
003
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LIMITED 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 STRATEGIC STRUCTURES, 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 this 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 3rd day of

FEBRUARY, 1999.

Mary J. Brasseur
Witness
Mary J. Brasseur
Typed or Printed Name

Brandy Hunt
Witness
Brandy Hunt
Typed or Printed Name

E. Nicholas Davis III
Signature
E. Nicholas Davis III
Typed or Printed Name