



ACCOUNT NO. : 07210000032
REFERENCE : 136717 5030952

99 FEB 17 AM 11:40
FIELD
SECRETARY OF STATE
DIVISION OF CORPORATIONS

AUTHORIZATION :

COST LIMIT : \$887,450 *Patricia P. [signature]*

ORDER DATE : February 17, 1999

ORDER TIME : 4:49 PM

ORDER NO. : 136717-005

600002777516--6

CUSTOMER NO: 5030952

CUSTOMER: Ms. Penny Arbulu
PHILLIPS EISINGER & KOSS,
PHILLIPS EISINGER & KOSS,
Suite 265 South
4000 Hollywood Boulevard
Hollywood, FL 33021

DOMESTIC FILING

NAME: QUALITY ELDERCARE
INTERNATIONAL, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: _____

L99-904

Name	<i>[signature]</i>
Availability	<i>[signature]</i>
Document Examiner	<i>[signature]</i>
Register	<i>[signature]</i>
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Verifier	<i>[signature]</i>
Acknowledgment	<i>[signature]</i>
W. P. Verifier	<i>[signature]</i>

99 FEB 17 AM 9:00
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
FOR
QUALITY ELDERCARE INTERNATIONAL, L.L.C.

I.

NAME

The name of the limited liability company (the "Company") is
QUALITY ELDERCARE INTERNATIONAL, L.L.C.

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II.

DURATION

The period of duration of the Company is perpetual unless terminated pursuant to its Regulations.

III.

BUSINESS ADDRESS

The mailing address and principal place of business of the Company is 4700 West Broward Boulevard, Piantation, Florida 33317.

IV.

REGISTERED AGENT

The name and mailing address of the initial registered agent of the Company in the State of Florida is Jeremy A. Koss, Esquire, Phillips, Eisinger, Koss & Rosenfeldt, P.A., 4000 Hollywood Boulevard, Suite 265-South, Hollywood, Florida 33021.

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V.

ADDITIONAL MEMBERS

The Company shall initially have four (4) Members. No additional Members shall be added except by consent of the owners of a majority of the Membership Interests.

Elena Koss, David Koss, Kumala Hardjanegara, and John Hardjanegara.

VI.

CONTINUITY OF BUSINESS

The right, if given, of the remaining Members of the 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 Company shall be as set forth in the Regulations of the Company.

VII.

MANAGEMENT

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is reserved to the Member, whose name and mailing address is:

DAVID KOSS

4700 W. Broward Boulevard
Plantation, Florida 33317

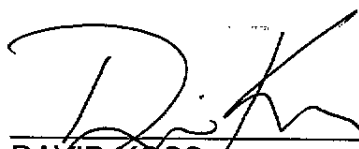
VIII.

SUBSCRIBER

The name and mailing address of the person executing these Articles of Organization as Member and Manager is DAVID KOSS, 4700 W. Broward Boulevard, Plantation, Florida 33317.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 19 day of January, 1999.

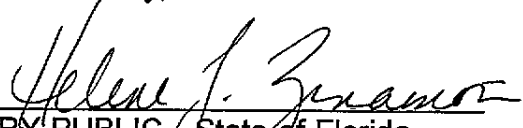


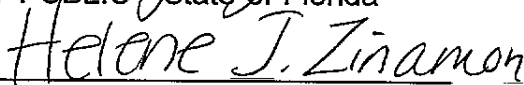
DAVID KOSS

STATE OF FLORIDA)
 :SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized in the County and State set forth above, personally appeared DAVID KOSS, personally known to me, or who has produced _____ as identification, to be the person who, as Member and Manager, executed the foregoing Articles of Organization of QUALITY ELDERCARE INTERNATIONAL, L.L.C., and he acknowledged before me that he executed same.

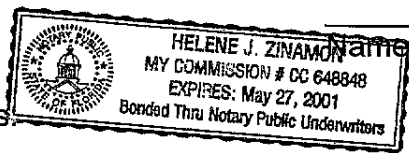
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 19 day of January, 1999.



NOTARY PUBLIC State of Florida


Name of Notary - Please Print

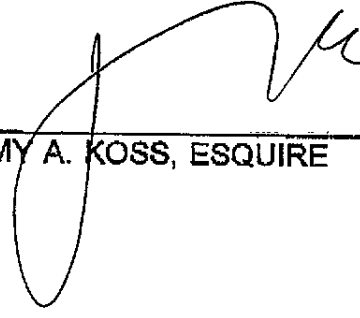
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 18 DAY OF JANUARY, 1999.



JEREMY A. KOSS, ESQUIRE

H:\LITDOCS\KOSS\KOSS\DAVID\QUALITY\LLC.ART

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AFFIDAVIT OF LIMITED LIABILITY COMPANY

The undersigned, on behalf of all the Members of QUALITY ELDERCARE INTERNATIONAL, L.L.C., a Florida limited liability company (the "Company"), certifies as follows:

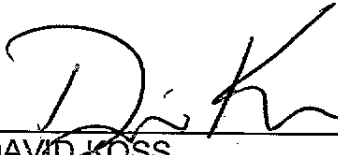
1. The Company has at least two (2) Members.
2. The amount of cash contributed by the Members to date is:

\$0.00
3. The property other than cash contributed by the Members is \$0.00.
4. The total additional amount anticipated to be contributed by the Members is unknown, however, at the time when any additional contributions are made, a supplemental affidavit will be filed with the Department of State of the State of Florida, Division of Corporations, amending this Affidavit to reflect the additional contributions by the members.

This 18 day of January, 1999.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.



DAVID KOSS,
Member and Manager

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