



THE UNITED STATES
CORPORATION
COMPANY

L99000001477

ACCOUNT NO. : 072100000032

REFERENCE : 170156 4346980

AUTHORIZATION :

COST LIMIT : \$ 337.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 PM 1:42

ORDER DATE : March 16, 1999

ORDER TIME : 9:57 AM

ORDER NO. : 170156-005

CUSTOMER NO: 4346980

600002808066--5

CUSTOMER: Ms. Felicia M. Twardoch
KALISH & WARD
KALISH & WARD
101 East Kennedy Boulevard
4100 Barnett Plaza
Tampa, FL 33602

DOMESTIC FILING

NAME: ELDER ASSISTANTS, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

h/c
3/16/99

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ARTICLES OF ORGANIZATION

OF

ELDER ASSISTANTS, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Company shall be:

ELDER ASSISTANTS, LLC

**ARTICLE II
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE III
PURPOSES**

The Company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE IV
GENERAL POWERS**

The Company shall have the power to undertake any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**ARTICLE V
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address for the Company's principal office is 100 Second Avenue South, Suite 604, St. Petersburg, Florida 33701.

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**ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 101 E. Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the name of its initial registered agent William Kalish. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE VII
MANAGEMENT**

The Company shall be managed by a manager or managers. A manager is not required to be a member of the Company. The name and address of the initial manager is as follows, who shall act in such capacity until otherwise determined by the members in accordance with the Company's Regulations:

Beth Houghton
100 Second Avenue South
Suite 604
St. Petersburg, Florida 33701

**ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS**

Upon 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, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Company's Regulations.

**ARTICLE IX
RESTRICTIONS ON MEMBERSHIP**

Except as otherwise provided in the Regulations, no new members shall be admitted to the Company without the unanimous prior consent of the existing members. Contributions required of a new member shall be determined by the members as of the time of the admission of the new member to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Regulations. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

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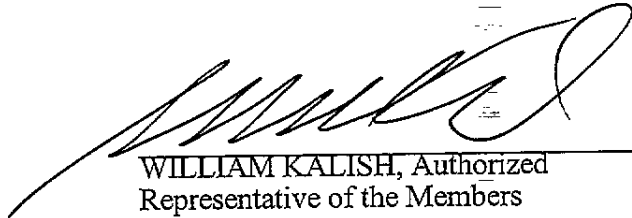
**ARTICLE X
REGULATIONS**

The members of the Company may adopt an operating agreement and regulations of the Company pertaining to the regulation, management and other affairs of the limited liability company, provided that such Regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Regulations may be repealed or altered only by the members of the Company, in the manner now or hereafter prescribed in the Regulations of the Company consistent with the laws of the State of Florida.

**ARTICLE XI
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of ELDER ASSISTANTS, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority-in-interest of the Company, in the manner now or hereafter prescribed in the Company's Regulations consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned have executed these Articles of Organization this 15th day of March, 1999.


WILLIAM KALISH, Authorized
Representative of the Members

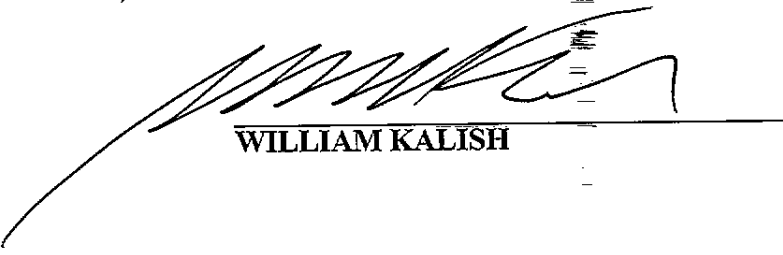
ARTICLES OF ORGANIZATION OF
ELDER ASSISTANTS, LLC
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ELDER ASSISTANTS, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 15th day of March, 1999.



WILLIAM KALISH

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AFFIDAVIT

**STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)**

BEFORE ME, the undersigned authority, this day personally appeared **WILLIAM KALISH** ("Affiant") who, after first being duly sworn, deposes and says the following:

1. Affiant is the duly authorized representative for ELDER ASSISTANTS, LLC.
2. ELDER ASSISTANTS, LLC has at least one member.
3. The amount of cash and a description and agreed value of the property other than cash contributed by the members and the amount anticipated to be contributed by members is as set forth below:

INITIAL CAPITAL CONTRIBUTION

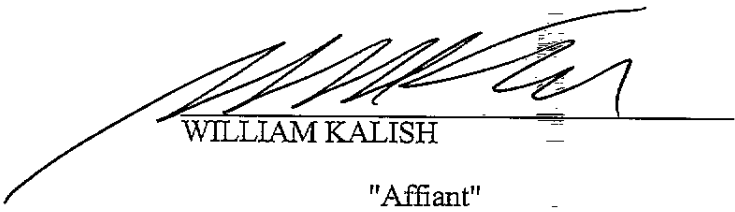
The total amount of cash and the description and agreed value of property other than cash initially contributed to the limited liability company is as follows:

<u>Type of Property</u>	<u>Total Agreed Value</u>
Cash	\$500.00

ADDITIONAL CONTRIBUTIONS

No additional contributions of property to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the members as provided in the regulations adopted by the members.

4. Affiant has examined this certification and to the best of Affiant's knowledge and belief it is true, correct and complete.


WILLIAM KALISH

"Affiant"

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The foregoing instrument was acknowledged before me this 15th day of March, 1999, by WILLIAM KALISH, who is personally known to me or produced identification and did take an oath. as

[NOTARIAL SEAL]

Felicia M. Twardoch
NOTARY PUBLIC
Print Name: Felicia M. Twardoch
Commission No. CC 632746
My Commission Expires: 3/25/2001

