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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Well America Partners, L.C.

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Art of Inc. File
LTD Partnership File
Foreign Corp. File
✓ L.C. File
Fictitious Name File
Trade/Service Mark
Merger File
Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
✓ Cert. Copy
Photo Copy
Certificate of Good Standing
Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record
UCC 1 or 3 File
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**ARTICLES OF ORGANIZATION
OF
WELL AMERICA PARTNERS, L.C.**

ARTICLE I - NAME

The name of this Limited Liability Company is Well America Partners, L.C. (hereinafter the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 3400 Coral Way, Fifth Floor, Miami, Florida 33145.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - MANAGEMENT

The Company is to be managed by a manager, the name and address of which is Well America Group, Inc., 3400 Coral Way, Fifth Floor, Miami, Florida 33145.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The Members of the Company may admit additional Members pursuant to the following terms and conditions:

A. If, at the time one or more additional Members are being considered, the Company has one or two Members, the affirmative vote of all Members shall be necessary to admit additional Members.

B. If, at the time one or more additional Members are being considered, the Company has more than two Members, the affirmative vote of a majority of all Members shall be necessary to admit additional Members. Each Member shall have one vote. If a Member abstains from voting, such Member's vote shall be deemed to be an affirmative vote in the event of a tie among the remaining members.

C. Any new Member must execute both a Subscription Agreement and Member's Agreement.

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ARTICLE VI - MEMBER RIGHTS TO CONTINUE BUSINESS

In the event of any one or more Members' death, retirement, resignation, expulsion, bankruptcy, or dissolution, or any other event that, pursuant to the Member's Agreement terminates the Membership of a Member in the Company, the remaining Members shall continue the business of the Company. In the event there are no Members remaining in the Company, the business of the Company shall be terminated in accordance with the Member's Agreement.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of Well America Partners, L.C. certifies:

- A. The Company has at least one member;
- B. The total amount of cash contributed by the Members is \$100,000.00;
- C. There is no property other than cash contributed by the Members; and

D. The total amount of cash and property contributed and anticipated to be contributed by Members is \$100,000.00.

 Geoffrey H. Cole, Sr., President of Well America Group, Inc.
Signature of Member Well America Group, Inc. Printed Name of 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.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Well America Partners LC.

2. The name and the Florida street address of the registered agent are:

Geoffrey A. Cole, Sr.
NAME

3400 Coral Way, The Fifth Floor

Florida street address (P. O. Box NOT ACCEPTABLE)

Miami,

FL

33145

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment 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.

Geoff Cole
SIGNATURE