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(561) 393-6511

June 8, 1999

Secretary of State  
Division of Corporations  
Attn: NEW CORP. FILINGS  
P.O. Box 6327  
Tallahassee, Florida 32301

600002901376--4

-06/11/99--01017--003

\*\*\*\*285.00 \*\*\*\*285.00

Re: Integrated Complementary Medicine  
Institute For Life, LC.

Dear Sir or Madam:

Enclosed please find the original Articles of Organization for the above referenced corporation. I have also enclosed our check in the amount of \$285.00, which represents the filing fee for same.

Please file the original and return the enclosed copy filed stamped to the undersigned in the envelope provided for your convenience.

Please do not hesitate to contact me if you have any questions concerning the foregoing.

Very truly yours,

*David J. Menkhaus*

David J. Menkhaus

DJM/dr  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION  
99 JUN 11 AM 11:09

ymh

6/16

ARTICLES OF ORGANIZATION  
OF  
INTEGRATED COMPLEMENTARY MEDICINE  
INSTITUTE FOR LIFE, L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

SECTION 1  
NAME

The name of this limited liability company is Integrated Complementary Medicine Institute For Life, L.C. (the "Company").

SECTION 2  
DURATION

The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statute Section 608.441, or the Regulations of the Company, unless continued by the consent of not less than a majority of the remaining members.

SECTION 3  
MAILING ADDRESS AND STREET ADDRESS

The Company's mailing and street address is 4001 Ocean Drive, Lauderdale by the Sea, FL 33308.

SECTION 4  
REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is David E. Ritter. The street address of the initial registered agent of the Company is 4001 Ocean Drive, Lauderdale by the Sea, FL 33308.

SECTION 5  
ADDITIONAL MEMBERS

Additional members to the Company may be admitted, but only if a Super-Majority in Interest (as defined in the Company's Membership Operating Agreement (the "Regulations")) of the current members agree to the admission of the additional members and to the terms of admission. Any new member which is approved by the existing members of the Company as set forth herein shall become a

member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations of the Company and such other applicable statutes, rules, regulations at law, or policies for the Company as the managers may from time to time determine in their sole discretion.

#### SECTION 6 TERMINATION OF MEMBERSHIP

If a member of the Company dies, resigns, is expelled, is dissolved, is adjudicated a bankrupt, or suffers the occurrence of any other event which terminates the continued membership of a member in the Company as set forth in the Regulations of the Company or in Chapter 608, Florida Statutes, the remaining member(s) may, by written agreement of a majority in interest of the remaining members, continue the business of the Company.

#### SECTION 7 MANAGEMENT OF THE COMPANY

The Company shall be managed by managers. The Company shall initially be managed by Robert L. Kagan and Donn B. Martin, whose addresses are at 4001 Ocean Drive, Lauderdale by the Sea, FL 33308 who shall serve as managers until the first annual meeting of the members or until their successors are approved and qualified. Thereafter, the Company shall be managed by the number of managers determined by the members as provided in the Regulations of the Company.

#### SECTION 8 AMENDMENT OF ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a Super-Majority in Interest of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a Super-Majority in Interest of the members of the Company.

#### SECTION 9 REGULATIONS

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company, upon the affirmative vote of a Super-Majority in Interest of the members of the Company, which vote is taken at a meeting of the members duly

called or by written consent of not less than a Super-Majority in Interest of the members of the Company.

SECTION 10  
DATE OF EXISTENCE OF THE COMPANY

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of this 4 day of April June, 1999.

David E. Ritter  
Signature of member or authorized  
representative of member

FILED  
SECRETARY OF STATE  
99 JUN 11 AM 11:10

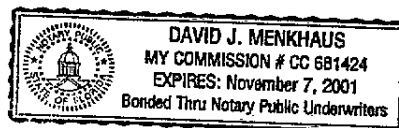
STATE OF FLORIDA )  
 ) SS.  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David E. Ritter, known to me to be the person who executed the foregoing Articles of Organization, or who produced identification, and who did take an oath, this 4th day of June, 1999.

David J. Menkhaus  
Notary Public

My Commission Expires:

State of Florida at Large



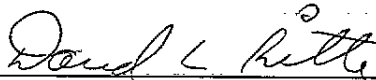
AFFIDAVIT OF MEMBERSHIP  
AND  
CONTRIBUTIONS  
OF  
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Integrated Complementary Medicine Institute For Life, L.C. deposes and says:

1. The above named limited liability company has at least three (3) members.

2. The total amount of cash contributed by the members is not in excess of \$15,000.00.

3. The total amount of cash or property anticipated to be contributed by members is \$80,000.00. This total includes amounts from 2 above.

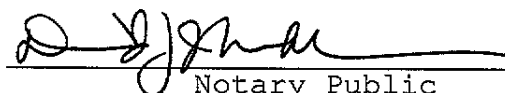
  
Signature of a member or authorized  
representative of a member

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SECRETARY OF STATE  
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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.

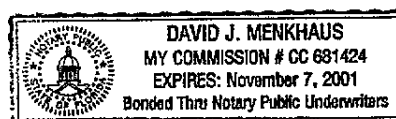
STATE OF FLORIDA       )  
                              ) SS.  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David E. Ritter, known to me to be the person who executed the foregoing Affidavit of Membership and Contributions of Limited Liability Company, or who produced identification, and who did take an oath, this 4th day of June, 1999.

  
Notary Public

My Commission Expires:

State of Florida at Large



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 IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Integrated  
Complementary Medicine Institute For Life, L.C.
2. The name and address of the registered agent and office  
is:

David E. Ritter  
4001 Ocean Drive  
Lauderdale by the Sea, FL 33308

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.

FILED  
NOTARY PUBLIC  
99 JUN 10

David E. Ritter June 4, 1999

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments  
in the State and County set forth above, personally appeared  
David E. Ritter, known to me to be the person who executed  
the foregoing Certificate of Designation of Registered  
Agent/Registered Office, or who produced identification, and who  
did take an oath, this 4th day of June, 1999.

David J. Menkhaus  
Notary Public  
State of Florida at Large

My Commission Expires:

