

L99000005585

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August 18, 1999

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State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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***\$285.00 ***\$285.00

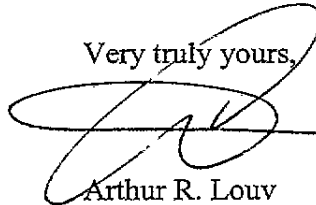
RE: Total LifeCare International, L.C.

Dear Sir or Madam:

Enclosed please find Articles of Organization for the above-referenced L.L.C. along with a check for the articles filing fee of \$250.00 and \$35.00 for designation registered agent for a total of \$285.00.

Kindly have the Articles filed with the Florida Secretary of State and have a stamped copy returned by regular mail as soon as it has been filed. Thank you for your attention to this matter.

Very truly yours,


Arthur R. Louv

ARL/caj
Enclosures

FILED
09 SEP -1 AM 8:30
CLERK OF THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L99-5585

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 24, 1999

ARTHUR R. LOUV
ARNOLD, MATHENY & EAGAN, P.A.
P.O. BOX 2967
ORLANDO, FL 32802-2967

SUBJECT: TOTAL LIFECARE INTERNATIONAL, L.C.
Ref. Number: W99000019547

We have received your document for TOTAL LIFECARE INTERNATIONAL, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 999A00042395

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09 SEP -1 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
TOTAL LIFECARE INTERNATIONAL, L.C.**

ARTICLE I – Name:

The name of the Limited Liability Company is: **TOTAL LIFECARE INTERNATIONAL, L.C.**

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Medtech Corporation of America, Inc., 6741 Edgeworth Drive, Orlando, Florida 32819-4730.

ARTICLE III – Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV – Management

The Limited Liability Company is to be managed by a manager or managers, and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:
Medtech Corporation of America, Inc.
6741 Edgeworth Drive
Orlando, Florida 32819-4730

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CLERK OF STATE
FLORIDA

ARTICLE V – Admission of Additional Members:

The members shall have the right to admit additional members upon terms and conditions of the admission as they may unanimously agree or as shall be as set forth in the Regulations or Operating Agreement of the Limited Liability Company.

ARTICLE VI – Members Rights to Continue Business:

The remaining members of the limited liability company shall have the right 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 limited liability company as they shall unanimously agree or as shall be set forth in the Regulations or Operating Agreement of the Limited Liability Company.

ARTICLE VII – Limitation on Agency Authority of Members

Pursuant to Section 608.424, Florida Statutes, no member of this Limited Liability Company shall be an agent of the company solely by virtue of being a member and no member shall have authority to incur debt or contractual liability on behalf of this Company solely by virtue of being a member.

ARTICLE VIII – Regulations or Operating Agreement

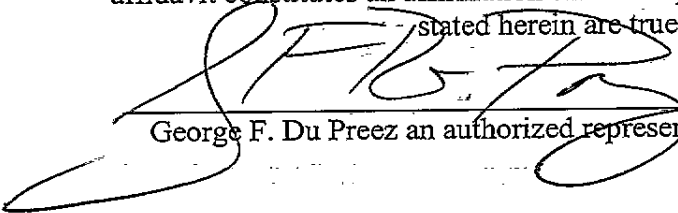
Any Regulations (as defined in Section 608.402(13), Florida Statutes) or Operating Agreement which constitute or replace such Regulations, relating to this Limited Liability Company, must be in writing and signed by all of the members.

ARTICLE IX - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of this Limited Liability Company certifies:

- | | | |
|----|--|----------|
| 1) | the above named limited liability company has at least one member; | |
| 2) | the total amount of cash contributed by the member is | \$600.00 |
| 3) | no property other than cash has been contributed by the member; and | |
| 4) | the total amount of cash and property contributed and anticipated to be contributed by the member is | \$600.00 |

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.


George F. Du Preez an authorized representative of the member.

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99 SEP -1 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 TOTAL LIFECARE
INTERNATIONAL, L.C.
2. The name and the Florida street address of the registered agent are:

ARNOLD, MATHENY & EAGAN, P.A.
801 N. Magnolia Ave., Ste. 201
Orlando, Florida 32803

*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.*

ARNOLD, MATHENY & EAGAN, P.A.

By: _____

Arthur R. Louv

FILED
29 SEP - 11 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARNOLD, MATHENY & EAGAN, P.A.

ATTORNEYS AND COUNSELORS AT LAW

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August 31, 1999

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State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Total LifeCare International, L.C.

Dear Sir or Madam:

Enclosed please find Articles of Organization for the above-referenced L.L.C. along with a copy of your letter of August 24, 1999. Please refer to Article V - Admission of Additional Members, where revisions have been entered pursuant to Section 608.407(1)(e), Florida Statutes.

Kindly have the Articles filed with the Florida Secretary of State and have a stamped copy returned by regular mail as soon as it has been filed. Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to be 'A. R. Louv', enclosed within a simple rectangular box.

Arthur R. Louv

ARL/caj
Enclosures