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ANNIS MITCHELL

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FAX #: (850)922-4000

FROM: ANNIS MITCHELL COCKEY EDWARDS & ROEHN, P.A.
CONTACT: KIT RUSSELL
PHONE: (813)229-3321

ACCT#: 075410003506

FAX #: (813)223-9067

NAME: COMPCARE CONSULTANTS LC

AUDIT NUMBER.....H97000021421

DOC TYPE.....FOREIGN LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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FROM: Kit Russell

TOTAL PAGES SENT: 6

RE: Fax Filing

CLIENT/MATTER #: 5881-001

DESCRIPTION OF DOCUMENT: Application by Foregin Limited Liability Company for Authorization to Transact Business in Florida for COMPCARE CONSULTANTS, L.C. (H97000021421)

COMMENTS: Please fax confirmation to my attention. Thank you.

Original Documents Will Will Not follow by mail.

If there are any problems during transmission, please call (813) 229-3321 and ask for the telecopy operator.

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. CONPCARE Consultants, L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
- 2. Nevada
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 88-0377925
(FEI number, if applicable)
- 4. December 4, 1997
(Date of Organization)
- 5. Perpetual
(Duration; Your limited liability company will cease to exist or "perpetual")
- 6. December 4, 1997
(Date first transacted business in Florida. (See sections 608.301, 608.302, and 817.153, F.S.)
- 7. 1701 West Charleston, Ste. 500, Las Vegas, Nevada 89102
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Sandy Taylor 2033 Wood Street Ste. 100 Sarasota, Florida 34237	Managing Member		

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Randolph J. Wolfe, Esq., FBN 822220
P.O. Box 3321, Tampa, FL 33602 813-229-3321

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of COMPCARE Consultants, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1,000
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000

Jandy Taylor
 Signature of a member or authorized representative of a member.
 (In accordance with section 606.406(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

FURSUANT 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:
COMPCARE Consultants, L.C.

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

Annis, Mitchell, Cockey, Edwards & Roehn
(Name)

201 North Franklin Street, Ste. 2100

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tampa, Florida 33602

(City/State/Zip)

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.

Randolph J. Wolfe
(Signature)

12/30/97

(Date)

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Filing Fee: \$ 35 for Designation of Registered Agent

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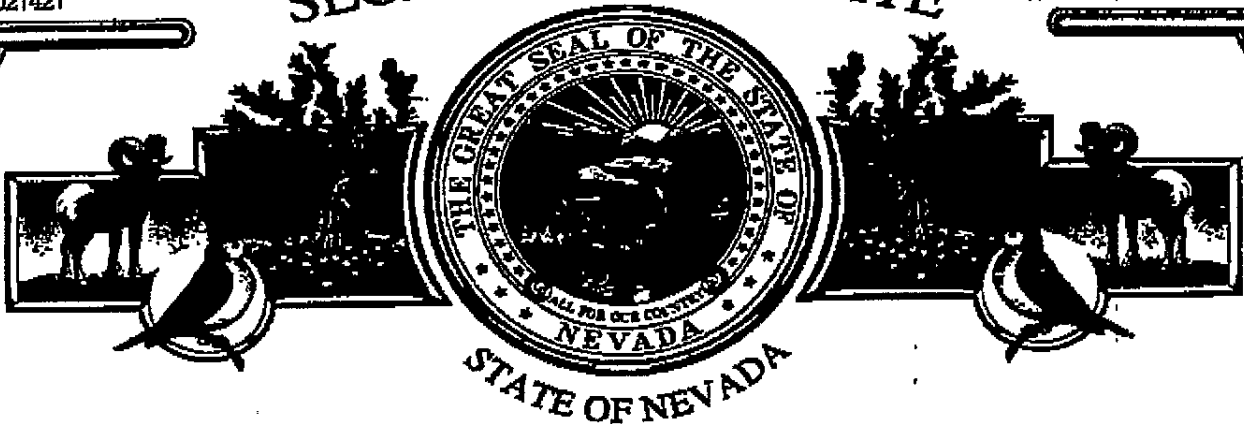
813 223 2088

ANNIS MITCHELL

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SECRETARY OF STATE



**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **COMPCARE CONSULTANTS, LLC**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 4, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on December 30, 1997.



Dean Heller
Secretary of State

By

Annis Mitchell

Certification Clerk

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