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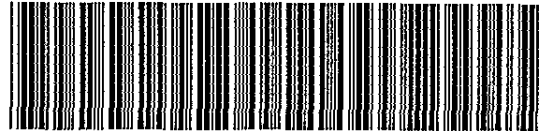
(Business Entity Name)

(Document Number)

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GONZALEZ & PORCHER

1870 FOREST HILL BOULEVARD, SUITE 203
WEST PALM BEACH, FLORIDA 33406
PHONE: (561) 965-6550
FAX: (561) 965-0885

MARCOS R. GONZALEZ, ESQ.
RANDALL T. PORCHER, ESQ.
FRANK M. ALBEAR, ESQ.
MARIANO GARCIA, ESQ.

WORKERS' COMPENSATION
PERSONAL INJURY

January 22, 2003

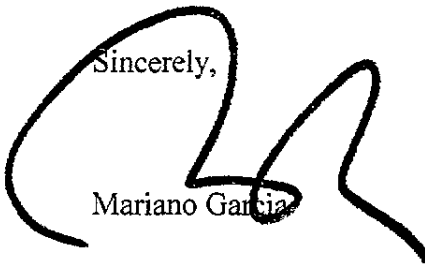
Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

RE: RealAssist, Inc.

To Whom It May Concern:

Enclosed please find an Original and two copies of the Articles of Incorporation, Inc., for RealAssist, Inc., along with our check in the amount of \$78.75 to cover the filing fee thereof. Please kindly return a copy of the Articles to me at the above address. I have enclosed a self addressed, stamped envelope for your convenience.

Sincerely,


Mariano Garcia

MG/dm

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03 JAN 23 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

REALASSIST, INC.

A FLORIDA CORPORATION

ARTICLE I

NAME

The name of the corporation is RealAssist, Inc.

ARTICLE II

DURATION

This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) Par value common stock

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address and the principal place of business of this Corporation is 13301 SW 124th Street, Miami, Florida 33186. The initial registered office of the Corporation shall be 13301 SW 124th

Street, Miami, Florida 33186. The initial Registered Agent at that address is John S. Micali.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
John Micali	13301 SW 124 th Street, Miami, Florida 33186
Joseph Penza	13301 SW 124 th Street, Miami, Florida 33186
John Santamaria	13301 SW 124 th Street, Miami, Florida 33186

ARTICLE VII

OFFICERS

The following individual is hereby elected by the Director to the office as set forth opposite his name to serve until successors are duly elected, qualified and seated.

<u>Name</u>	<u>Office</u>
John Micali	President

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Mariano Garcia, Esq.	1870 Forest Hill Blvd., Suite 203, West Palm Beach, Florida 33406.

ARTICLE IX

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X

INDEMNIFICATION

This Corporation shall indemnify its Officer and Directors and may indemnify its employees and agents to the full extent permitted by the provisions of the Florida Business Corporation Act., as the same may be amended and supplemented from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, Agreement, vote of shareholders or disinterested Directors or otherwise, both as to action in his or her official capacity or as to action in another capacity while holding such office. Such Indemnification shall continue as to a person who has ceased to be a Director, Officer, Employer/Agent and shall inure to the benefit of the heirs and personal representatives of such a person. Any adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of

Incorporation or any Amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

BY-LAWS

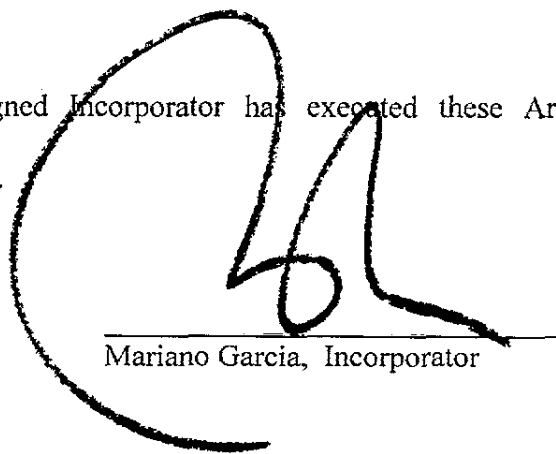
The By-Laws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XIII

BEGINNING OF CORPORATE EXISTENCE

The date when the Corporation shall commence shall be the date of the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of January, 2003.



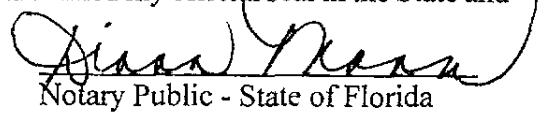
Mariano Garcia, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforementioned personally appeared Mariano Garcia known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22nd day of January, 2003.



Notary Public - State of Florida

My commission expires:

(Seal)



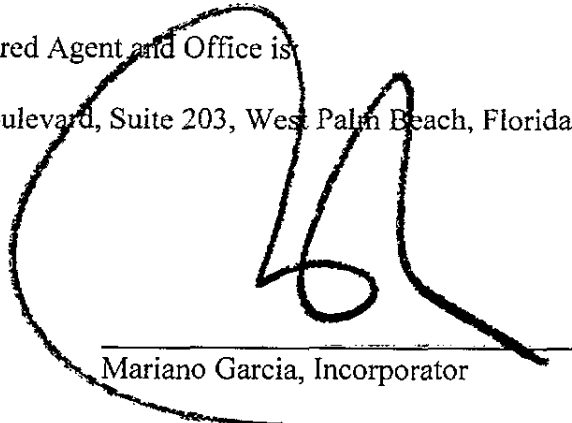
Diana M Mann
My Commission DD146891
Expires November 22, 2006

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, and 48.091 Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designation of the Registered Office/Registered Agent, in the State of Florida:

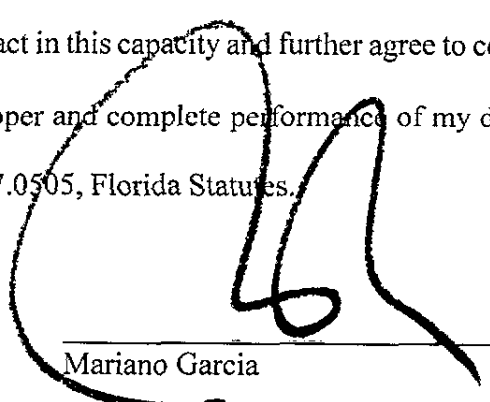
1. The name of the Corporation is: RealAssist, Inc.
2. The name and address of the Registered Agent and Office is
Mariano Garcia, 1870 Forest Hill Boulevard, Suite 203, West Palm Beach, Florida 33406.



Mariano Garcia, Incorporator

Dated January 22, 2003.

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.



Mariano Garcia

Dated January 22, 2003.

03 JAN 23 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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