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2003 JUN -2 AM 9:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

15/9/03

TRANSMITTAL LETTER

FILED

2003 JUN -2 AM 9:20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: CarePrints, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Michael Grouse

Name (Printed or typed)

202 South 22nd Street Suite 210

Address

Tampa, FL 33605

City, State & Zip

813-242-8696

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

05/23/03

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ONE: The name of this corporation is CarePrints, Inc

Principal Place of Business / Mail Address

CarePrints, Inc
202 South 22nd Street
Suite 210
Tampa, FL 33605


TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the Florida Corporation Code.

THREE: The name and address in this state of the corporation's initial agent for the service of process is:

Initial Registered Agent

Michael Grouse
202 South 22nd Street
Suite 210
Tampa, FL 33605

Having been named as registered agent and to accept service of process for the above stated corporation at the places 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 register agent.

 5/15/03

Signature / Registered Agent Date

FOUR: This corporation is authorized to issue only one class of shares of stock which shall be designated common stock. The total number of shares it is authorized to issue is 10,000 shares.

FIVE: The names and addresses of the persons who are appointed to act as the initial directors of this corporation are:

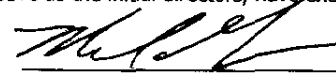
<u>Michael Grouse, President</u>	Address
<u>David Kinnard, Vice President</u>	<u>202 South 22nd Street Suite 210 Tampa Florida 33605</u>
	<u>202 South 22nd Street Suite 212 Tampa, Florida 33605</u>

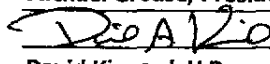
SIX: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

SEVEN: The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under Florida law.

IN WITNESS WHEREOF, the undersigned, being all the persons named above as the initial directors, have executed these Articles of Incorporation.

Dated: 05/15/2003

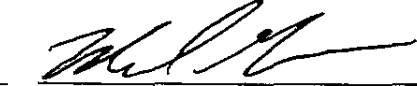


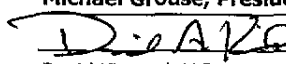
Michael Grouse, President


David Kinnard, V.P.

The undersigned, being all the persons named above as the initial directors, declare that they are the persons who executed the foregoing Articles of Incorporation, in which execution is their act and deed.

Dated: 05/15/2003



Michael Grouse, President


David Kinnard, V.P.