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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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DIVISION OF COMMUNICATIONS

T. BROWN FEB 20 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CARE AMERICA INTEGRATED HEALTH SERVICES, INC.**

ARTICLE I

Care America Integrated Health Services, Inc.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be one hundred thousand (100,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Registered Office and the Principal Office of this Corporation in the State of Florida shall be:

Robert B. Haghgou, Director
340 N. Spaulding Cove
Heathrow, FL 32746

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased from time to time by Bylaws adopted by the Directors, but shall never be less than four (4). The names and addresses of the initial directors of this Corporation are:

Robert B. Haghgou

340 N. Spaulding Cove
Heathrow, FL 32746

Hushang Haghgou

619 Morgan Street
Winter Springs, FL 32708

The persons named as Directors shall hold office for the next year of existence of this Corporation, or until his or her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII

INCORPORATORS

The names and addresses of the persons signing these articles is:

Robert B. Haghgou

340 N. Spaulding Cove
Heathrow, FL 32746

ARTICLE VIII

INDEMNIFICATION

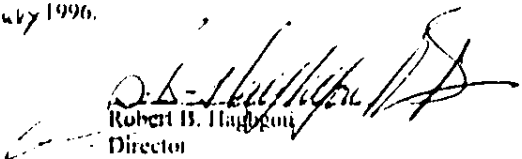
This Corporation shall, to the fullest extent permitted by the General Corporation Act of the State of Florida, indemnify any and all persons whom it shall have power to indemnify from and against, including any and all of the expenses, liabilities or other matters as provided under Section 607.014 of the General Corporation Act of the State of Florida.

ARTICLE IX

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, we have hereunder subscribed our names and affixed the seal of the Corporation this 13 day of February 1996.


Robert B. Hagdon
Director

STATE OF FLORIDA
COUNTY OF ORANGE *Seminole*

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert B. Haghout, known to me and known to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this *13* day of *February*, 1996.

Carol H. Bogue



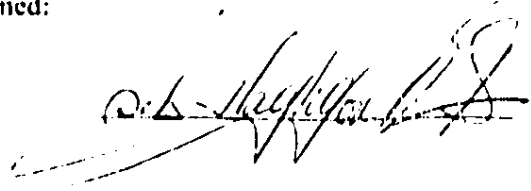
OFFICIAL SEAL
Carol H. Bogue
My Commission Expires 11/15/97
Commission #CC 330469

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance of Registered Agent

I, _____, understand and accept the duties and responsibilities of
Registered Agent of the Care America, Inc.

Signed:



FEB 13/1996
Date