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Corporate Research Services

4244 W. Tennessee St., Suite 388
Tallahassee, FL 32304
(904) 530-1128
(800) 817-4731

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-05/21/96--01065--002

REX REKSTIS

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Pedi Care, Inc. (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 95 MAY 21 AM 8:44
 DIVISION OF CORPORATION

SAS
5/21/96

Examiner's Initials _____

CERTIFICATE OF INCORPORATION

-OF-

PEDI CARE, INC.

COMMERCIAL

THE UNDERSIGNED, HEREBY ASSOCIATES THEMSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION SHALL BE:

PEDI CARE, INC.

ARTICLE II - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III - STOCK

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1000) SHARES OF COMMON STOCK, HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS SHALL BE THE SUM OF NOT LESS THAN ONE THOUSAND (\$1000.00) DOLLARS.

ARTICLE V - CORPORATE DURATION

THE PERIOD OF DURATION OF THIS CORPORATION ONCE CORPORATE EXISTENCE IS ESTABLISHED IS PERPETUAL.

ARTICLE VI - REGISTERED OFFICE

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

8415 W MCNAB ROAD
TAMARAC, FL 33321

ARTICLE VII - BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE AT LEAST ONE (1) AND NO MORE THAN FIVE (5).

ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE AS FOLLOWS:

DIANE WILLIAMS
PRESIDENT

3751 NW 73 WAY
CORAL SPRINGS, FLORIDA 33065

ARTICLE IX

THE NAMES AND STREET ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES OF INCORPORATION AS SUBSCRIBED IS AS FOLLOWS:

RONALD J. WALTERS

8415 W MCNAB ROAD
TAMARAC, FL 33321

ARTICLE X

THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN ON THE DATE THE ARTICLES OF INCORPORATION ARE FILED OF RECORD.

IN WITNESS WHEREOF, THE UNDERSIGNED, RONALD J. WALTERS BEING A NATURAL PERSON, COMPETENT TO CONTRACT, HAVE HEREUNTO SET HIS HANDS AND SEAL THIS 20 DAY OF April 1984.

[Handwritten signature of Ronald J. Walters]

(RONALD J. WALTERS)

(SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC OF THE STATE OF FLORIDA PERSONALLY APPEARED Ronald J. Walters,

TO ME PERSONALLY KNOWN OR PRODUCED IDENTIFICATION TO ME TO BE THE INDIVIDUAL(S) DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THE SAME FREELY AND VOLUNTARILY FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND
OF April 1984.

AND

OFFICIAL SEAL THIS 20 DAY

[Handwritten signature of Judith Ann Walters]
NOTARY PUBLIC, STATE OF FLORIDA



JUDITH ANN WALTERS
My Commission 00407788
Expires Sep. 18, 1988
Elected by HM
800-488-1088

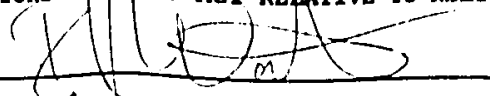
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST: THAT PEDI CARE, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF INCORPORATION, IN THE CITY OF TAMARAC COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED RONALD J. WALTERS, LOCATED AT 8415 W MCNAB RD, TAMARAC FLORIDA 33321, AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

SIGNATURE:



DATE:

1-20-96

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