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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: QUALI-CARE DELIVERY SYSTEMS, INC.

AUDIT NUMBER.....H9700008519

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 23, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: QUALI-CARE DELIVERY SYSTEMS, INC.
REF: W97000012153

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

FAX Aud. #: H97000008519
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
QUALI-CARE DELIVERY SYSTEMS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is QUALI-CARE DELIVERY SYSTEMS, INC. and its principal address is 5372 W. 4th Lane, Hialeah, Fl 33012.
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose is to engage in any and all lawful activities or business permitted under the laws of the United States and Florida.
4. **Capital Stock.** The corporation is authorized to issue 7,500 shares, all of one class, at \$1.00 par value.
5. **Initial Registered Officer and Agent.** The name and street address of the initial registered agent and Officer of this corporation is as follows:

ELMA C. MAZZORANA
5372 W. 4TH LANE
HIALEAH, FL 33012

6. **Cumulative voting.** In the election of directors of the corporation, the principle of cumulative voting shall apply. In any such election, each stockholder entitled to vote shall have votes equal to the number of his shares with voting rights multiplied by the number of directors to be elected. He may divide and distribute his votes, as so calculated, among any two or more candidates for the directorships to be filled, or he may cast all his votes for a single candidate. A shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of directors, but his ballot shall be invalid if the total votes shown thereon are in excess of the total number of votes to which he is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall stand elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

PREPARED BY:
JOSE A. VILLALONOS, ESQ.
FL. BAR NO. 213101
2350 CORAL WAY #202,
MIAMI, FL 33145
TEL. NO. 305 860-1333

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7. **Directors.** This corporation shall have an initial board of directors of one member. The number of members of the board of directors may hereafter be established, if more than one, as part of, and in accordance with, the bylaws of the corporation. The initial director of the corporation is:

ELMA C. MAZZORANA
5372 W. 4TH LANE
HIALEAH, FL 33012

8. **Shareholder Quorum and Voting.** Only sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

9. **Greater Voting Requirements.** The affirmative vote of sixty percent (60%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: mergers; sale of assets; and dissolution.

10. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation are:

ELMA C. MAZZORANA
5372 W. 4TH LANE
HIALEAH, FL 33012

11. **Bylaws.** The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

12. **Indemnification.** The corporation shall indemnify any officer, director, employee, agent, or shareholder, or any former officer, director, employee, agent, or shareholder, to the full extent permitted by law.

13. **Informal Action of Shareholders.** If all the shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders.

14. **Authority to Mortgage or Pledge Assets.** The corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment of performance of any obligation of the corporation, without obtaining prior shareholder approval of

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any and each such transaction by the vote or written consent of the holders of sixty percent (60%) of the shares of the corporation entitled to vote thereon and not otherwise.

15. Meetings by Conference Telephone. Officers, Directors, and Shareholders may participate in meetings by means of conference telephone.

16. Amendment of Articles. 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, the undersigned incorporator has executed these Articles of Incorporation this 2/ day of May, 1997.

Elma C. Mazzorana

ELMA C. MAZZORANA, Incorporator and Initial Director

Elma C. Mazzorana

ELMA C. MAZZORANA in acceptance of designation as Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

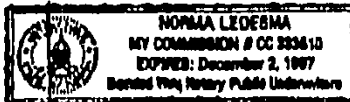
BEFORE ME, the undersigned authority, personally appeared ELMA C. MAZZORANA, to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2/ day of May, 1997.

Norma Ledesma

Notary Public,
State of Florida

My Commission Expires:



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MAY-23-1997 10:19

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