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CORPORATION(S) NAME

Metcare VIII, Inc.

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Limited Liability Company

Limited Partnership

Annual Report

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Change of R.A.

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ARTICLES OF INCORPORATION  
OF  
METCARE VIII, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.  
NAME

The name of the Corporation shall be METCARE VIII, Inc. The principal place of business shall be 5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486-1008.

ARTICLE II.  
NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory, nation or planet.

ARTICLE III.  
CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time shall be fifty million (50,000,000) shares which are to be divided in two classes as follows:

Forty million (40,000,000) shares of Common Stock, \$0.001 par value per share and ten million (10,000,000) shares of Preferred Stock having a par value of \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE IV.  
ADDRESS

The street address of the Corporation is 5100 Town Center Circle, Suite 560, Boca Raton, FL 33486-1008.



ARTICLE V.  
TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI.  
DIRECTORS

This Corporation shall have three (3) directors initially. The names and addresses of the initial members of the Board of Directors are:

Noel J. Guillama      5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486-1008  
Michael P. Goldstein   5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486-1008  
Donald B. Cohen      5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486-1008

ARTICLE VII.  
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is

Noel J. Guillama  
5100 Town Center Circle  
Suite 560  
Boca Raton, Florida 33486-1008

ARTICLE VIII.  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486-1008, and the name of the initial registered agent of this Corporation at that address is: Noel J. Guillama.

ARTICLE IX.  
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X.  
LIMITATIONS ON SHAREHOLDERS SUITS

Shareholders shall not have a cause of action against the Company's officers, Directors or agents as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in

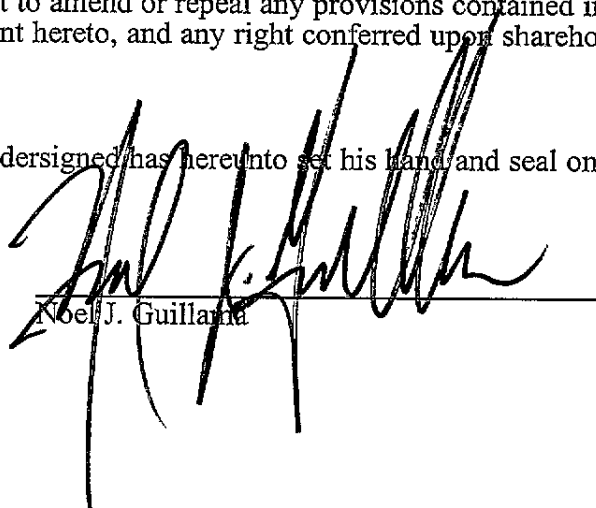


certain circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

ARTICLE XI.  
AMENDMENTS

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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 1st day of December, 1998.



Noel J. Guillana

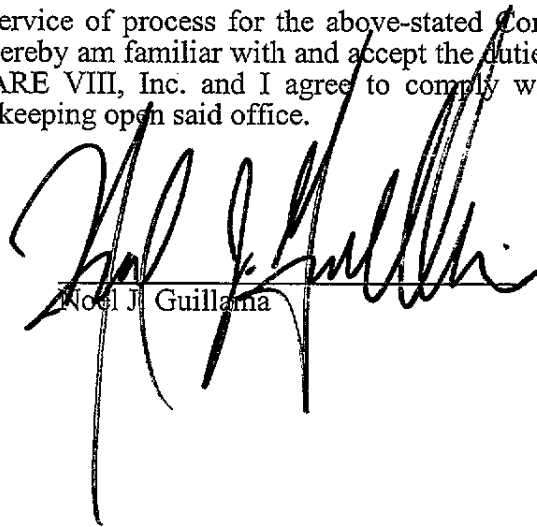
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

METCARE VIII, Inc., desiring to organize under the laws of the State of Florida with its principal street address, as indicated in the Articles of Incorporation, in Boca Raton, County of Palm Beach, State of Florida, has named Noel J. Guillama, 5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486-1008, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for METCARE VIII, Inc. and I agree to comply with the provisions of Chapter 48,091, F.S., relative to keeping open said office.



Noel J. Guillama

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