

TP99000103062

DIVERSIFIED PARALEGAL SERVICES, INC.
P.O. Box 2871
Tampa, FL 33601
(813) 661-7537

FILED
99 NOV 22 AM 11:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Backcare Solutions, Inc.

800003051868--4
-11/22/99--01107--014
*****78.75 *****78.75

Dear Clerk:

Enclosed please find the original Articles of Incorporation of Backcare Solutions, Inc. and Certificate Designating Place of Business or Domicile for Service of Process Within Florida for filing with the State. I have enclosed a check in the amount of \$78.75 representing your filing fee.

Please forward your Notice of Filing to the address above. Should you have any questions, please call.

Sincerely,

DIVERSIFIED PARALEGAL SERVICES, INC.

Charlotte Combs

Charlotte Combs
President

Dated: 11/19/99

PA 11/28/99

ARTICLES OF INCORPORATION
OF
BACKCARE SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and hereby adopts the following Articles of Incorporation as the Charter of the corporation hereby organized.

ARTICLE I

NAME AND ADDRESS

The name and address of the Corporation is Backcare Solutions, Inc., 8807 Bay Pointe Drive, Unit A207, Tampa, Florida 33615.

ARTICLE II

DURATION

The corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation, unless terminated earlier.

ARTICLE III

PURPOSES AND POWERS

This corporation is organized for the purpose of engaging in all lawful business activities permitted to a Corporation under the Florida General Corporation Law, as in effect from time to time.

ARTICLE IV

CAPITAL STOCK

The amount of capital stock authorized shall consist of One Hundred (100) Shares of common voting stock with a par value of One Dollar (\$1.00) each.

Dividends to shareholders may, in the discretion of the Board of Directors, be paid in cash or in property, but no dividend may be made which would impair the restricted or reserved unearned surplus of the Corporation, except as provided by Florida law.

ARTICLE V

SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the capital stock of the Corporation are not to be divided into classes.

ARTICLE VI

RESTRICTIONS ON TRANSFER

The Board of Directors may, in its discretion, include within the Bylaws of the Corporation restrictions on the transfers of shares of stock in the Corporation.

ARTICLE VII

NO SHARES ISSUED IN SERIES

The shares of the capital stock are not to be issued in series.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is 8807 Bay Pointe Drive, Unit A207, Tampa, FL 33615. The initial registered agent shall be John Ferrell.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by action of the board and in accordance with the provision of the Bylaws. The name and address of the initial director of this Corporation is:

John Ferrell
8807 Bay Pointe Drive, Unit A207
Tampa, FL 33615

ARTICLE X

MEETINGS

The shareholders and directors of this Corporation shall meet at least once annually at the corporation's principal office on the annual date of the execution of these articles or at such other time and place as may be provided in the Bylaws.

ARTICLE XI

OFFICERS

This Corporation shall have two (2) officers: a President and Secretary/Treasurer, with such duties as shall be by the laws of the State of Florida. The initial officers and offices of this corporation are:

President John Ferrell

Secretary/Treasurer John Ferrell

ARTICLE XII

BYLAWS

The Board of Directors may adopt and amend Bylaws for the corporation as provided in the Florida General Corporation Law, by majority vote.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator of this corporation is John Ferrell, 8807 Bay Pointe Drive, Unit A207, Tampa, FL 33615.

INDEMNIFICATION

This corporation shall indemnify any officer, director, of employee of the Corporation, or any former officer, director or employee of the Corporation to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name this 15th day of November, 1999.

John Ferrell
INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared John Ferrell, to me well known and known to me to be the individual described in and who executed the foregoing articles of incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of November, 1999.

Charlotte Combs
Notary Public, State of Florida
at Large

(SEAL)



My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FILED
FOR SERVICE OF PROCESS WITHIN FLORIDA

99 NOV 22 AM 11:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Fla. Stat. (1985), the following is submitted

Backcare Solutions, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8807 Bay Pointe Drive, Unit A207, Tampa, FL 33615, has named, John Ferrell, as its agent to accept service of process within the state of Florida.

BACKCARE SOLUTIONS, INC.

By:

Name:

Title:

John Ferrell

JOHN FERRELL

PRESIDENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

John Ferrell
John Ferrell

Date:

11/15/99