



THE UNITED STATES
CORPORATION
COMPANY

A99000001297

ACCOUNT NO. : 072100000032

REFERENCE : 334545 119496A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 9, 1999

ORDER TIME : 11:36 AM

ORDER NO. : 334545-005

CUSTOMER NO: 119496A

CUSTOMER: Randy C. Golden, Esq
RANDY C. GOLDEN, ESQ
RANDY C. GOLDEN, ESQ
100 North Biscayne Boulevard
21st Floor
Miami, FL 33132

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***1837.50 ***1837.50

DOMESTIC FILING

NAME: SIMPLE CONDUCT, LTD.

EFFECTIVE DATE: (4)

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF CORPORATIONS
99 AUG -9 PM 1:15

BRK
8/9/99

RECEIVED
99 AUG -9 PM 12:12

**Certificate of Limited Partnership
Of
Simple Conduct, Ltd.**

**ARTICLE I
[NAME]**

The name of the limited partnership is SIMPLE CONDUCT, LTD.

**ARTICLE II
[RECORDKEEPING OFFICE]**

The office at which the records required to be maintained by Florida Statutes Section 620.106, is located at:

Law Offices of Randy C. Golden
New World Tower-Suite 2100
100 N. Biscayne Boulevard
Miami, Florida 33132

**ARTICLE III
[AGENT FOR SERVICE OF PROCESS]**

The name and address of the agent for service of process on the Limited Partnership is:

RANDY C. GOLDEN
100 N. BISCAYNE BOULEVARD, SUITE 2100
MIAMI, FLORIDA 33132

**ARTICLE IV
[NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER]**

The name and business address of each General Partner is:

AWARE-HEALTH ENTERPRISES, INC., a Florida corporation
21209 N.E. 113th Avenue
P.O. Box 143
Earleton, Florida 32631

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**ARTICLE V
[MAILING ADDRESS]**

The mailing address for the Limited Partnership is:

SIMPLE CONDUCT, LTD.
P.O. Box 143
Earleton, Florida 32631

**ARTICLE VI
[DISSOLUTION DATE]**

The latest date on which the Limited Partnership is to dissolve is December 31, 2049, unless otherwise provided in a certificate of amendment hereto.

IN WTNESS WHEREOF the undersigned has executed this Certificate this
10 day of August, 1999.

AWARE-HEALTH ENTERPRISES, INC.,
a Florida corporation, as General Partner

By

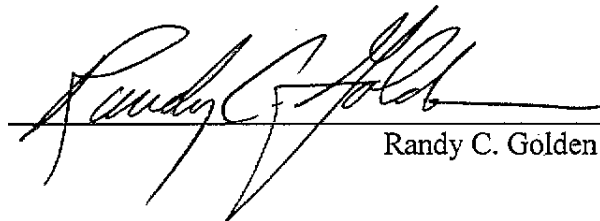

PHILLIP S. TEPPERBERG, President

SIMPLE CONDUCT, LTD.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, RANDY C. GOLDEN, having been named as registered agent and to accept service of process for the above-named limited partnership, at the registered office designated in the Certificate of Limited Partnership, hereby accepts the appointment as registered agent and agrees and consents to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 6th day of August, 1999.


Randy C. Golden

AFFIDAVIT
DECLARING THE AMOUNT OF CAPITAL CONTRIBUTIONS OF THE
LIMITED PARTNERS AND THE AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS OF

SIMPLE CONDUCT, LTD.

STATE OF FLORIDA)
)ss:
COUNTY OF ALACHUA)


Personally appeared before me, the undersigned authority, Phillip S. Tepperberg, who after being duly sworn, deposes and says as follows:

1. That he is the President of Aware-Health Enterprises, Inc., the General Partner of Simple Conduct, Ltd., and that he has personal knowledge of the matters hereinafter set forth.

2. That there have not been and will not be any direct monetary capital contributions by the initial limited partners of Simple Conduct, Ltd., rather, the contributions of the initial limited partners shall be in the form of services to the limited partnership, the value of which have not been specified in the Limited Partnership Agreement of Simple Conduct, Ltd.

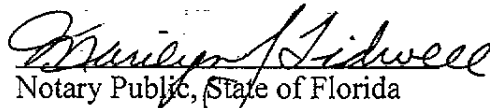
3. The amount anticipated to be contributed to the limited partnership by the limited partners is \$450,000.00 (Four Hundred Fifty Thousand Dollars).

FURTHER AFFIANT SAYETH NOT

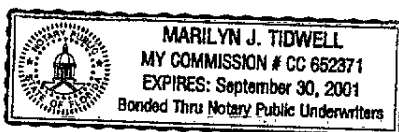

Phillip S. Tepperberg, President
Aware Health Enterprises, Inc., a
Florida corporation, as General
Partner of Simple Conduct, Ltd.

SWORN TO and subscribed before me this 6th day of August, 1999, by Phillip S. Tepperberg, as President of Aware-Health Enterprises, Inc., as General Partner of Simple Conduct, Ltd., who produced the following identification:

FLORIDA DRIVER'S LICENSE


Notary Public, State of Florida

Expiration date of Notary's commission:



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DIVISION OF CORPORATIONS
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