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December 11, 1998

QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS
SECRETARY OF STATE
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

RE: TENDER CARE NETWORKS, INC.

Dear Sir or Madam:

Enclosed please find check number 6004 in the amount of Seventy-eight and 75/100 Dollars (\$78.75). This amount represents the following:

Registration Fee	\$70.00
Certificate of Status	8.75
Total	\$78.75

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Please return the Letter of Acknowledgement and the Certificate of Status for Tender Care Networks, Inc. to the above office at your earliest convenience.

Please do not hesitate to contact me if you have any questions.

Very truly yours,

DONNA SZCZEBAK O'NEIL, P.A.


BY: DONNA SZCZEBAK O'NEIL, ESQUIRE

DSO:kmt
Enclosures
cc.: client

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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TENDER CARE NETWORKS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DONNA SZCZEBAK O'NEIL, ESQUIRE
(Name of Person)

DONNA SZCZEBAK O'NEIL, P.A.
(Firm/Company)

301 EAST COMMERCIAL BOULEVARD
(Address)

FORT LAUDERDALE, FL 33334
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

DONNA SZCZEBAK O'NEIL, ESQ at (954,) 776-0887
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. TENDER CARE NETWORKS, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York

(State or country under the law of which it is incorporated)

3. 58-2352036

(FBI number, if applicable)

4. September 11, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. December 11, 1998

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2445 Hollywood Boulevard, Suite 122

Hollywood, FL 33020

(Current mailing address)

8. Employment Agency/Any lawful purpose

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Donna Szczebak O'Neil, Esquire

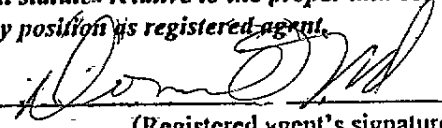
Office Address: 301 East Commercial Boulevard

Fort Lauderdale, Florida, 33334

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: RUTH LEVIN

Address: 20505 East Country Club Drive

Aventura, FL 33180

Director: CINDY GOBIN

Address: 356 SW 113 Way

Pembroke Pines, FL 33025

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: RUTH LEVIN

Address: 20505 East Country Club Drive

Aventura, FL 33180

Vice President: CINDY GOBIN

Address: 356 SW 113 Way

Pembroke Pines, FL 33025

Secretary: CINDY COBIN

Address: 356 SW 113 Way

Pembroke Pines, FL 33025

Treasurer: RUTH LEVIN

Address: 20505 East Country Club Drive

Aventura, FL 33180

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Ruth Levin, Pres. Cindy Gobin, Vice Pres

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ruth Levin, Presiden Cindy Gobin, Vice President

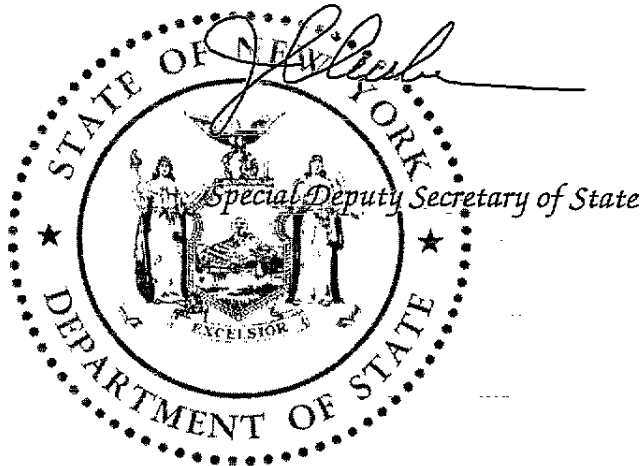
(Typed or printed name and capacity of person signing application)

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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of TENDER CARE NETWORKS, INC. was filed on 09/11/1997, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 13th day of November
one thousand nine hundred and
ninety-eight.



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