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Primary Care Givers of America Incorporated

8002A Landmark Circle Drive

Tampa, Florida 33615

September 5, 2000

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314-6327

Dear Sir or Madam:

Please find enclosed two original copies of our Articles of Incorporation for Primary Care Givers of America Incorporated, along with our Certificate of Designation for the Registered Agent/Office and our check in the amount of \$78.75 for the State Filing Fee and Certified Copy of the Articles.

Should you have any questions, please feel free to contact me at (813) 880-7927.

Sincerely,


Steven E. Scofield
President

Enc.3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PRIMARY CARE GIVERS OF AMERICA INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a not for profit Corporation for charitable purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this corporation is Primary Care Givers of America Incorporated.

ARTICLE II. PURPOSES

The general nature of the objectives and purposes of this Corporation shall be: to operate a charitable, primary care giving program in the Greater Tampa, Florida area and beyond and, through it, to provide primary care programs to mentally, emotionally and physically challenged individuals, as well as other forms of services as is necessary to accomplish its expanding mission; and to encourage, promote and support other worthy community-based causes as may be determined by the Board of Directors from time to time.

ARTICLE III. QUALIFICATIONS OF MEMBERS

The Corporation is a service corporation and shall have no members.

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. SUBSCRIBERS

The names and residences of the subscribers to these Articles are:

	Name	Residence
1.	Steven E. Scofield	8002A Landmark Circle Drive Tampa, Florida 33615
2.	Robert W. Gaines	11014 Summer Drive Tampa, Florida 33624

ARTICLE VI. OFFICERS

Section 1. The officers of the Corporation shall be a President and a Secretary/Treasurer initially, but the Board of Directors may elect as many other officers as is necessary to conduct the business of the Corporation.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

	OFFICE	NAME
1.	President	Steven E. Scofield
2.	Secretary / Treasurer	Robert W. Gaines

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have three (3) directors initially. The number of the directors may be increased from time to time, by the by-laws,

but shall never be less than three (3) nor more than, nine (9), unless the by-laws are subsequently amended. A director may be removed as outlined in the by-laws.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

Section 3. The names and addresses of the persons, who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

	NAME	ADDRESS
1.	Steven E. Scofield	8002A Landmark Circle Drive Tampa, Florida 33615
2.	Robert W. Gaines	11014 Summer Drive Tampa, Florida 33624
3.	Carlos Burke	5650 Kingfish Drive Apartment F Lutz, Florida 33549

ARTICLE VIII. BY-LAWS

Section 1. The Board of Directors of this Corporation may provide such by-laws for the conducting of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2. Upon proper notice, the by-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting, or any special meeting called for that specific purpose.

ARTICLE IX. AMENDMENTS

Section 1. Amendments to the articles of incorporation may be adopted at a regular meeting of the Board of Directors, or a special meeting duly noticed for that purpose, by a majority vote of the directors then in office.

Section 2. The Board of Directors may submit, consider and vote upon any number of amendments at any one meeting.

ARTICLE X. PLACE OF BUSINESS

The place of business of this Corporation shall be at 8002A Landmark Circle Drive in the City of Tampa, County of Hillsborough, State of Florida 33615.

ARTICLE XI. REGISTERED (STATUTORY) AGENT AND OFFICE

The registered (statutory) agent of the Corporation shall be Steven E. Scofield who understands the duties of that position and accepts the appointment as registered agent. The registered (statutory) office of the Corporation shall be 8002A Landmark Circle Drive, Tampa, Florida 33615.

ARTICLE XII. NON-PROFIT STATUS

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of any individual director or officer. This Corporation is founded for the purpose of qualifying fully as a tax-exempt [501(c)(3)] Corporation under the laws of the United States and the State of Florida.

Section 2. No person, firm, or corporation shall ever receive any dividends or profits from the undertaking of this Corporation. Upon the dissolution of the Corporation all of its assets, remaining after payment of all cost and expenses of such dissolution, shall be distributed to organizations which have qualified for exemption under Section 501(c) (3) of the Internal

Revenue Code, or the federal government, or to a state or local government for a public purpose, and none of the assets will be distributed to any director, officer or trustee of this Corporation.

ARTICLE XIII. POWERS

Section 1. In order to promote the purposes of this Corporation, it may acquire property by grant, gift, purchase, devise or lease, or bequest, and hold dispose of such property as the Corporation shall require for the benefit of the Corporation and to further its purpose and mission, and not for pecuniary profit.

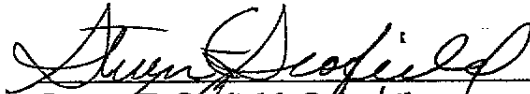
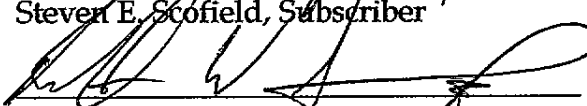
Section 2. The Corporation shall have all powers necessary to complete its mission and purposes provided such powers are not inconsistent with Florida Statute Chapter 617, as amended from time to time, the Internal Revenue Code of the United States of America; and the corporate by-laws.

ARTICLE XIV. MEETINGS

Section 1. The annual meeting for the election of members of the Board of Directors shall be as provided in the by-laws.

Section 2. The Corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings, but shall hold meetings at least quarterly.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporates, have hereunto set our hands and seals this 5 day of September, 2000, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

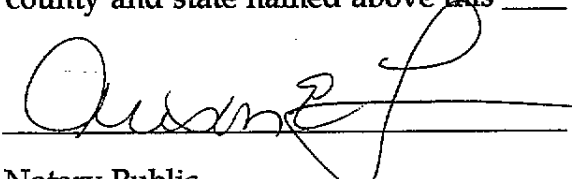

Steven E. Scofield, Subscriber

Robert W. Gaines, Subscriber

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared *Steven E. Scofield*, and *Robert W. Gaines*, who are personally known to me or who produced valid Florida Driver's License as identification, and are to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

Witness my hand and seal in the county and state named above this 5 day of September, 2000.


Notary Public



Alison E. Fuhr
MY COMMISSION # CC772207 EXPIRES
September 1, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Certificate of Designation
Registered Agent/Registered Office

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, of the Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: *Primary Care Givers of America Incorporated.*
2. The name and street address of the registered agent and office is:

Steven E. Scofield
8002A Landmark Circle Drive
Tampa, Florida 33615

Having been named as registered agent and to accept the service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Steven E. Scofield
Steven E. Scofield

9 / 5 / 2000
Date