

TRANSMITTAL LETTER
P0000000 41886

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

SUBJECT:

ADVANCE CARE TECHNOLOGIES, INC.

(Proposed corporate name - must include suffix)

300003220683-8

-04/24/00-01109-015

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

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

OSAMA KAYALI

Name (Printed or typed)

7628 N. 56th St., Suite 2

Address

TAMPA, FL 33617

City, State & Zip

(813) 899-9642

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 APR 24 AM 11:45

FILED

NOTE: Please provide the original and one copy of the articles.

AR 4/26

**ARTICLES OF INCORPORATION
OF
ADVANCE CARE TECHNOLOGIES, INC.**

FILED
2000 APR 24 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **ADVANCE CARE TECHNOLOGIES, INC.**, hereinafter referred to as the "Corporation."

ARTICLE 2 - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

To engage in, administer and own small type of clinic operations specializing in skin problems utilizing new technologies to remove hair, veins and scars from underskin; and any similar aspects of this type of operation; and to conduct other general ventures allowable by law. The corporation may also transact any lawful business for which corporations may be incorporated under the laws of the United States and of the State of Florida, as they may be amended from time to time.

ARTICLE 3 - GROUP AGREEMENT

The Corporation is Composed of two groups:

Group 1: Is represented by highly specialized and trained individuals in new technologies responsible for training, machine maintenance, marketing and advertising.

Group 2: Is represented by Health Care Investors, Inc., a Florida Corporation, located at the same principal office of the new Corporation. The main function of Health Care Investors, Inc. is overlooking the day-to-day administrative aspect of the operation of the clinic. This includes, but

ARTICLE 4 - PRINCIPAL OFFICE

The principal office of the Corporation is **11106 N. 30TH STREET, TAMPA, FLORIDA 33612**. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida.

ARTICLE 5 - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE 6 - INCORPORATORS

The name and mailing address of the incorporators are:

<u>Incorporators Names</u>	<u>Incorporator Address</u>
Demis V. Astor	140 Island Way # 106 Clearwater, FL 33767
Ahmed Elkadi	8328 Volusia Place Tampa, FL 33637

ARTICLE 7 - INITIAL DIRECTORS

The number of directors constituting the Initial Board of Directors of the Corporation is **TWO (2)**; The Directors of the Corporation Shall be:

<u>NAME</u>	<u>Address</u>
Demis V. Astor	140 Island Way # 106-Clearwater, FL 33767
Ahmed Elkadi	8328 Volusia Place-Tampa, FL 33637

ARTICLE 8 - CORPORATE CAPITALIZATION

8.1 The Corporation shall have authority to issue **FIVE HUNDRED THOUSAND (500,000)** shares, each share to have a par value of **ONE DOLLAR (\$1.00)**.

8.2 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of this stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation.

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation are subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation.

ARTICLE 12 - NO PERSONAL Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Osama S. Kayali, CPA, located at 7628 N. 56th Street, Tampa, Florida

33617. The name and address of the registered agent of this Corporation is Osama Kayali, 7628 N. 56th Street, Tampa, Florida 33617.

ARTICLE 14 - BY LAWS

The Board of Director(s) of the Corporation shall have power, with the assent of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 17 - FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on this 20th day of April, 2000.



AHMED ELKADI, Incorporator



DEMIS V. ASTOR, Incorporator

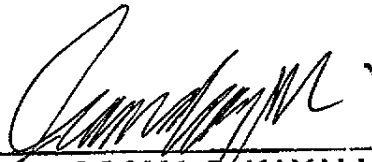
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 APR 24 AM 11:45

FILED

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named a registered agent and to accept 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 obligation of my position as registered agent.



OSAMA S. KAYALI