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STEPHEN J. SIMMONS
TIMOTHY F. MALIN

FILED

00 APR 28 AM 10:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
POST OFFICE BOX 2427
FORT LAUDERDALE, FLORIDA 33303

April 25, 2000

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

Re: Articles of Incorporation for Suncare Medical, Inc.
Our File No. 00-1016

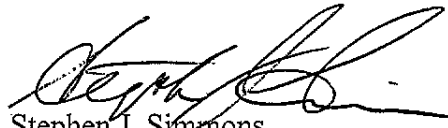
Gentlemen and/or Ladies:

This firm represents Suncare Medical, Inc. Enclosed please find the original and two copies of the Articles of Incorporation for Suncare Medical, Inc., which include the Designation of Registered Agent, along with our check in the amount of \$87.50, representing the filing fee and the cost of a Certified Copy and Certificate of Incorporation.

Please cause the Articles of Incorporation to be filed and provide the undersigned with a certified copy of the same and a Certificate of Incorporation.

Should you have any questions or need anything further, please contact the undersigned at the above-referenced address and/or telephone number. I thank you for your assistance in this matter.

Very truly yours,


Stephen J. Simmons
For the Firm

SJS/fh
Enclosures

cc: Michael Allegri

RH 5/1/00 ✓

**ARTICLES OF INCORPORATION
OF**

SUNCARE MEDICAL, INC.

FILED
00 APR 28 AM 10: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is SUNCARE MEDICAL, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is 1130 Fairway Drive, Dunedin, Florida 34698.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 321 S.E. 15th Avenue, Fort Lauderdale, Florida 33301. The name of the initial registered agent of this corporation at that address is STEPHEN J. SIMMONS.

VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as set forth in the bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

MICHAEL ALLEGRI
11730 Lipsey Road
Tampa, Florida 33618

GREG ANDERSEN
1130 Fairway Drive
Dunedin, Florida 34698.

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

MICHAEL ALLEGRI
11730 Lipsey Road
Tampa, Florida 33618

GREG ANDERSEN
1130 Fairway Drive
Dunedin, Florida 34698.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - POWERS

The corporation shall have all powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19th day of April, 2000.


Michael Allegri

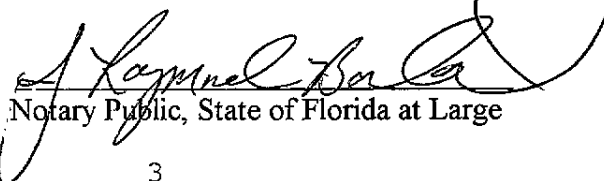

Greg Anderson

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared MICHAEL ALLEGRI, personally known to me and known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed and who did/did not take an oath.

SWORN TO and SUBSCRIBED before me this 19th day of April, 2000

J Raymond Bouchard
Notary Public, State of Florida
My Comm. Expires Feb 16, 2001
No. CC619868

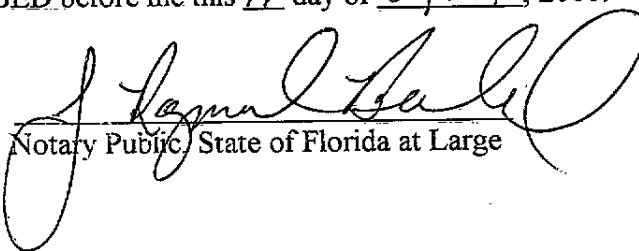

Notary Public, State of Florida at Large

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared GREG ANDERSEN, personally known to me and known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed and who did/did not take an oath.

SWORN TO and SUBSCRIBED before me this 19th day of April, 2000.

J Raymond Bouchard
Notary Public, State of Florida
My Comm. Expires Feb 16, 2001
No. CC619868


Notary Public, State of Florida at Large

DESIGNATION OF REGISTERED AGENT

FILED

00 APR 28 AM 10: 07

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF) TARTY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48 and 607, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached.

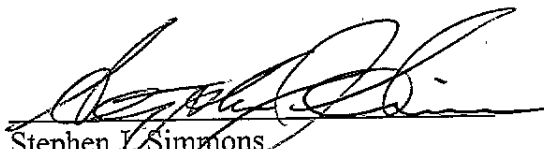
That SUNCARE MEDICAL, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Dunedin, County of Pinellas, State of Florida, has named STEPHEN J. SIMMONS, 321 S.E. 15th Avenue, Fort Lauderdale, Florida 33301, as its registered agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named as 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 obligations of my position as registered agent.

Date

4/25/00


Stephen J. Simmons
Registered Agent