

PO0000078968

April 1st, 2000.

Florida Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, Fl. 322314

Re: Abdia Health Care, Inc. Registration

Enclosed please find the original and one (1) copy of the article
of Incorporation for the above corporation and a check for
\$77.00.

From: Armando Negron-Vera/Secretary
5131 S. Florida Ave., Suite 2
Lakeland, Fl. 33813

8000003202528--2
-04/10/00--01152--010
*****77.00 *****77.00

8000003202528--2
-08/22/00--01011--002
*****1.75 *****1.75

FILED
00 AUG 21 AM 8:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN AUG 22 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 17, 2000

ARMANDO NEGRON-VERA
5131 S. FLORIDA AVENUE, SUITE 2
LAKELAND, FL 33813

SUBJECT: ABDIA HEALTH CARE, INC.
Ref. Number: W00000010080

We have received your document for ABDIA HEALTH CARE, INC. and check(s) totaling \$77.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$1.75.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 800A00020966

ARTICLE OF INCORPORATION

Abdia Health Care, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

First: The name of this corporation is **Abdia Health Care, Inc.**

Second: The general nature of the business to be transacted by this Corporation, together with and addition to those power conferred by the laws of Florida and the United States of America and principles of common laws upon corporations organized under and by virtue of Florida and United States of America and the principles of common law upon corporation organized under by virtue of the laws of Florida is the following, viz:

To engage in providing professional, martial arts and allied services.

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer or in any manner whatever, to disposed of real property within or without the state of Florida, wherever situated;

To purchase or otherwise acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens, against, lease, sell assign, transfer, or in any manner dispose of, deal in and trade with and invest in goods, wares and merchandise and property of any kind and class, both within the State of Florida and without said State.

To negotiate, purchase, hold and transfer title to both tangible and intangible personal property, both for itself and as agent for others; and to collect commissions, fees or other remuneration in connection there with:

To sell and distribute any articles which the Board of Directors or Stockholders of this Corporation sees fit to manufacture, sell or distribute, and to operate maintenance and repairs business in connection with or related thereto;

To acquire the good will, rights and property, and the whole or any part of assets, tangible and intangible, of any person, firm or corporation; and to undertake, and assume the intangible of any person, firm or corporation, to pay for the good will, rights, property and assets in cash, stock of this corporation, bonds or otherwise, or by undertaking the whole, or any part, of such business so acquired; and to exercise all powers necessary or convenient in and about the conduct and management of the acquired business;

To undertake and carry out the incorporation, consolidation, organization, reorganization, and reconstruction, administration, liquidation, financing of financial readjustment or any corporation formed, or to be formed, or of any undertaking, business, affairs or interest, and to transact any business necessary or incidentally thereto;

To apply for, purchase, registered, or in any manner to acquire and hold, own, use, operate and introduce, sell, lease, assign, pledge or in any manner dispose of, or

otherwise deal with patents, patent rights, licenses, copy rights, trademarks, trade names; and to acquire, own, use or any manner dispose of any and all inventions, improvements, processes, label, designs, brands, or other rights to work, operate, or develop them, and carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them,

To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, municipality, body politic, territory, state government, or any dependency thereof.

To borrow money, issue notes, bonds, debentures, or other obligations or evidences of indebtedness, whether secured by mortgages, pledges or otherwise, without limit as to the amount for the purpose of business; and to secure the same by mortgages, pledges or otherwise;

To join into partnership agreements, cooperatives agreements or agreements for a joint enterprise, with any person, firms, associates or corporations, and to engage in and carry on any business as a partner in partnership that the Corporation authorized to engage in.

THIRD: The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time is twenty thousand (20,000) shares of common stock having a par value of one dollar (\$1.00) per share.

FOURTH: The amount of capital with which this Corporation wills begging business is three thousand and 00/100 dollars (\$3,000.00).

FIFTH: This Corporation is to exist perpetually.

SIXTH: The initial street address of the principal office of this Corporation in the State of Florida is 5131 S. Florida Ave., Suite 2, Lakeland, Florida 33813..

SEVENTH: This Corporation shall have four (4) Directors initially. The number of Directors may be increased from time to time By-Laws adopted by stockholders, but shall never be less than one (1).

EIGHTH: The name and street address of member first Board of Directors, Incorporators and subscriber to these Article of Incorporation are:

Armando Negron-Vera 5131 S. Florida Ave., Suite 2
Lakeland, Florida 33813
(863) 701-7765

NINTH: Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as which he already holds, shall have the

right to purchase his prorated share thereof (as nearly as many be done without issuance of fractional shares) at a price at which it is offered to others.

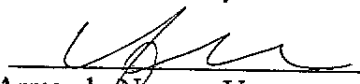
TENTH: A majority of shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. When a specified item of business is required to be voted on by class or series shall constitute a quorum for the transaction of such item of business by class or series. If a quorum is present, the affirmative vote majority of the shares represented at the meeting is entitled to vote on the subject matter shall be an act of shareholders unless otherwise provided by law. After a quorum has been established at a shareholders meeting, the subsequent withdrawal of shareholders, as to reduce the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

ELEVENTH: The Register Agent and his address for services of process of this Corporation is Armando Negron-Vera. 5131 S. Florida Ave., Suite 2, Lakeland, Florida 33813.

TWELFTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to a majority of Stock entitled to vote thereon, unless Directors and Stockholders sign a written statement manifesting their attention that a certain amendment of these Articles of Incorporation is made.

The undersigned incorporators have executed these Articles of Incorporation this 1st of July of 2000.

Signature of Incorporator:


Armando Negron-Vera

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

FILED
00 AUG 21 AM 8:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws 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: Abdia Health Care, Inc.
2. The name and address of registered agent and office is:

Armando Negron-Vera
5131 S. Florida Ave. Suite 2
Lakeland, Florida 33813
(863) 701-7765
Fax.: (863) 701-7735

Signature: _____

Title: President/CEO

Date: April 1st, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES
AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature: _____

Date: April 1st, 2000.