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LAW OFFICES OF
DAVID B. STEARNS
7025 BERACASA WAY, SUITE 208
BOCA RATON, FLORIDA 33433

FILED

TELEPHONE: (561) 395-8331 OR (954) 698-1090
FAX: (561) 395-5099 E-MAIL: DSTEARNS@MEDIAONE.NET

00 OCT 16 AM 11:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tuesday, September 26, 2000

Secretary of State
Corporations division
P.O. Box 6327
Tallahassee, Florida 32314

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-10/17/00--01007--021
*****78.75 *****78.75

Re: Articles of Incorporation of Myocare, Inc.

Greetings:

Enclosed please find an original and one copy for certification of Articles of Incorporation for the above referenced new Florida Corporation to be formed. Also enclosed please find check # for

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 8.75

TOTAL \$ 78.75

Please file the Articles of Incorporation and return one certified copy thereof to the undersigned.
Thank you for your attention to this matter.

Please note that "Myocare" as a fictitious name registration has been registered to Peter Allcorn, the same individual as the incorporator in this case.

Very truly yours,



David B. Stearns

R 10/17/00

**ARTICLES OF INCORPORATION
OF
MYOCARE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is MYOCARE, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 3749B Cape Haze Drive, Rotonda West, FL 33947.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are David B. Stearns, 7025 Beracasa Way, Suite 208, Boca Raton, FL 33433.

ARTICLE V. INCORPORATORS.

The incorporator of these articles of incorporation is Peter Allcorn, 844 Sylvan Road, Winston-Salem, NC 27104.

The undersigned, PETER ALLCORN has executed these articles of incorporation on

Wednesday, August 16, 2000



PETER ALLCORN

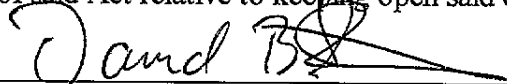
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ACKNOWLEDGMENT OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



DAVID B. STEARNS, REGISTERED AGENT