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November 16, 2000

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VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

Re: CAPITAL SHARING, INC.

Dear Sir or Madam:

Enclosed are two (2) originals of Articles of Incorporation and Registered Agent forms for the above captioned corporation.

Please file one (1) original and return one (1) certified copy to this office using the also enclosed self-addressed, stamped envelope. Also enclosed is a check in the amount of \$78.75 for the following:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

✓ T. Burch NOV 20 2000

**ARTICLES OF INCORPORATION
OF
CAPITAL SHARING, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is **CAPITAL SHARING, INC.**

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 1161 S. Southlake Drive, Hollywood, FL 33019 and the name of the initial Registered Agent at that address is Marilyn S. Dorsey.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

Name

Address

Marilyn S. Dorsey

1161 S. Southlake Drive
Hollywood, FL 33019

ARTICLE SEVEN

7.01 Two (2) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The names and addresses of the members of the first Board of Directors are:

Name

Address

Joseph E. Dorsey, M.D.

1161 S. Southlake Drive
Hollywood, FL 33019

Marilyn S. Dorsey

1161 S. Southlake Drive
Hollywood, FL 33019

ARTICLE EIGHT

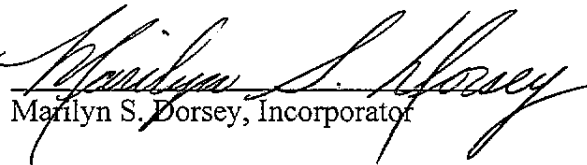
8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 14th day of November, 2000.

By:

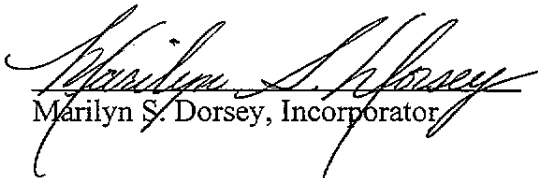

Marilyn S. Dorsey, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

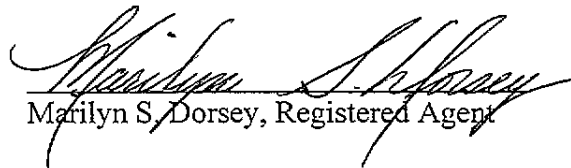
First, that CAPITAL SHARING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1161 S. Southlake Drive, Hollywood, FL 33019.

Second, named Marilyn S. Dorsey, located at 1161 S. Southlake Drive, Hollywood, FL 33019, as its Agent to accept service of process within Florida.


Marilyn S. Dorsey, Incorporator

Date: November 14, 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 provisions of all Statutes relative to the proper and complete performance of my duties.


Marilyn S. Dorsey, Registered Agent

Date: November 14, 2000