

**WICKENS  
HERZER  
PANZA  
COOK &  
BATISTA**

A LEGAL PROFESSIONAL ASSOCIATION

1144 West Erie Avenue  
P.O. Box 840  
Lorain, OH 44052-0840

May 8, 2001

Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

RE: Filing of Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing please find Articles of Incorporation for EnGARDE Chronic Care Management, Inc. Also enclosed is a check in the amount of \$78.75 as the required filing fee, which amount includes the cost to receive a certified copy.

If you have any questions, please contact the undersigned.

Very truly yours,

WICKENS, HERZER, PANZA, COOK & BATISTA  
A Legal Professional Association



By: Mark P. Altieri

MPA/na  
Enclosures (1)

f:\bot\cor\na-fla-507.doc\8888.001

PO1000048089

Mark P. Altieri  
Attorney at Law

maltieri@wickenslaw.com

Lorain: 440-246-5268, x3204  
Cleveland: 216-447-4418  
Fax: 440-244-4380

FILED  
MAY -9 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

500004192295--1  
-05/09/01--01145--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

gcs/15

**ARTICLES OF INCORPORATION  
OF  
EnGARDE Chronic Care Management, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is EnGARDE Chronic Care Management, Inc. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

c/o The Care Group  
903 S. E. Central Parkway  
Stuart, Florida 34994

**ARTICLE III  
CAPITAL STOCK**

1. Total Authorized Shares: The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time shall be 21,000,000 shares, consisting of 20,000,000 shares of common stock, \$.001 par value per share (the "Common Stock"), and 1,000,000 shares of preferred stock, at no par value per share (the "Preferred Stock").

2. Rights, Preferences and Limitations. Statements of the relative rights, preferences and limitations of each class of capital stock are as follows:

(a) Common Stock. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which shareholders generally are entitled to vote. Subject to the provisions of law and the rights of any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the common Stock at such times and in such amounts as the Board of Directors shall determine. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of any other class or series of stock having a preference over the Common Stock then outstanding having been paid or declared and set apart for payment, the holders of the common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its shareholders ratably in proportion to the number of shares held by them, respectively.

(b) Preferred Stock. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance,

**FILED**  
01 MAY -9 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

conversion and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(i) the number of shares to constitute the class or series and the designations thereof;

(ii) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

(iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(iv) the dividend rate, whether dividends are payable in cash, stock or other property of the Corporation, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(v) whether or not the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(vi) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation or any other securities or property of the Corporation or any other securities or property of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(ix) such other special rights or protective or other provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any and all of the foregoing respects. The board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the

Preferred Stock designed for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares subtracted shall become authorized, unissued an undesignated shares of the Preferred Stock.

**ARTICLE IV**  
**REDEMPTION AND PURCHASE OF SHARES**

By the action of the Board of Directors, without prior approval of the Shareholders, the Corporation may purchase or redeem shares of any class issued by the Corporation, in accordance with such terms and conditions as the Board of Directors may determine.

**ARTICLE V**  
**AFFILIATED TRANSACTIONS**

No contract, act or transaction between the Corporation and any person, firm, association, or corporation shall be affected or invalidated by the fact that any Officer or Director of the Corporation either is a party to or interested in such contract, act or transaction or is in any way connected with or interested in such person, firm, association, or corporation. Each Officer or Director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting or dealing with the Corporation of the benefit of himself or of any firm, association, or corporation in which he may be interested, related or associated.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: 903 S. E. Central Parkway, Stuart, Florida 34993. The name of the Corporation's initial registered agent at that office is: Ronald Rieth.

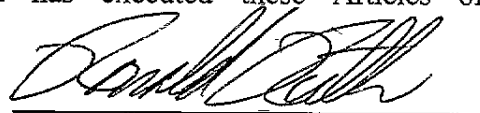
**ARTICLE VII**  
**INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Ronald Rieth, 903 S.E. Central Parkway, Stuart, Florida 34993.

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of May, 2001.

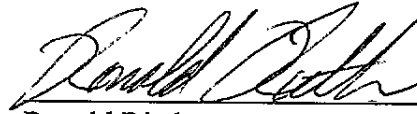
  
\_\_\_\_\_  
Ronald Rieth, Incorporator

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provision of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **EnGARDE Chronic Care Management, Inc.**, a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8<sup>th</sup> day of May, 2001.

  
\_\_\_\_\_  
Ronald Rieth

f:\misc\8888\bot\engarde-aoi.doc

**FILED**  
01 MAY -9 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA