

TRANSMITTAL LETTER

P0100058357

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

FILED

01 JUN -8 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Focus Care, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400004383484-1
-06/08/01-01050-007
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 \$78.75
Filing Fee Filing Fee
 & Certificate of Status

\$78.75 \$87.50
Filing Fee Filing Fee,
 & Certified Copy Certified Copy
 & Certificate of & Certificate of
 Status Status

ADDITIONAL COPY REQUIRED

FROM: Michael O'Dea
Name (Printed or typed)

5843 NW 126th Ave
Address

Coral Springs, FL 33076
City, State & Zip

954 439 4494

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation

Of

Focus Care Inc.

A Florida Incorporated Company

The undersigned, acting as members of an incorporated company in compliance with Chapter 607 and/or Chapter 621, F.S (Profit), do hereby adopt the following Articles of Organization for Focus Care Inc. (the "Company"):

ARTICLE ONE

NAME

The name of the Company shall be:

Focus Care Inc.

ARTICLE TWO

DURATION

The period of duration of the Company is until the close of business on December 31, 2046, or until the earlier dissolution of the Company in accordance with the provisions of its regulations.

ARTICLE THREE

ADDRESS

The mailing address and street address of the principal office of the Company is as follows:

5843 NW 126th Terrace
Coral Springs
Florida 33076.

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ARTICLE FOUR

PURPOSE

The purpose for which the corporation was organized is the provision of, and marketing of, and distribution of services to health care entities.

ARTICLE FIVE

SHARES

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

15,000

ARTICLE SIX

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Company is as follows:

Michael O'Dea
5843 NW 126th Terrace
Coral Springs
Florida 33076

ARTICLE SEVEN

MANAGEMENT

The Company shall be managed by one or more managers to be elected in accordance with the Company's regulations and is, therefore, a manager-managed company.

ARTICLE EIGHT

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The

Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

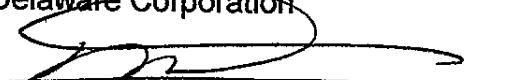
The undersigned, being the original members of the Company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Focus Care Inc.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

EXECUTED by the undersigned on June 5, 2000.

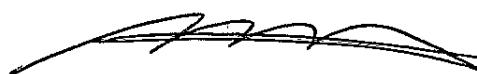
MEMBERS:

NET MARKETING LLC
A Delaware Corporation



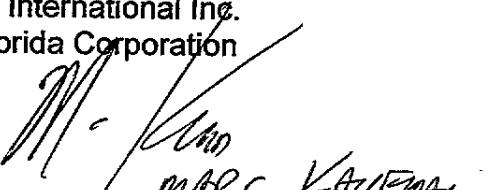
By: Michael Kestl
Its: President & CEO

PAPAROA HOLDINGS CORP.
A Florida Corporation



By: Michael O'Dea
Its: President & CEO

LCK International Inc.
A Florida Corporation

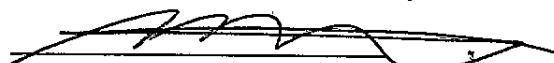


By: Marc Kaufman
Its: President & CEO

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for in the foregoing Articles of Organization, I hereby agree to accept service of process for said incorporated company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

Michael O'Dea
5843 NW 126th Terrace
Coral Springs
Florida 33076



Michael O'Dea