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PLEASE REPLY TO:

November 9, 2001

Miami

VIA FEDERAL EXPRESS

State of Florida
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800004676798--6
-11/13/01--01068--008
*****78.75 *****78.75

RE: We Care HealthCare, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy in the Federal Express Envelope enclosed for your convenience.

We are enclosing our check in the amount of \$78.75 covering:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
<u>8.75</u>	Certified Copy
\$ 78.75	

Thank you for your assistance in this matter.

Very truly yours,


Brian M. Silverio

FILED
01 NOV 13 PM 4:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BMS:dm

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gaw
11/13/01

**ARTICLES OF INCORPORATION
OF
WE CARE HEALTHCARE, INC.**

FILED
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-SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is We Care HealthCare, Inc. and its principal place of business shall be located at 501 Goodlette Road North, Suite C100, Naples, Florida 34102.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of common stock at \$1.00 par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Suite 2450, 44 West Flagler Street, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is Brian M. Silverio.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have two (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Rachel B. Mason	501 Goodlette Road North Suite C100 Naples, Florida 34102
George Mason, PhD.	501 Goodlette Road North Suite C100 Naples, Florida 34102

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

President:	Rachel B. Mason, 501 Goodlette Road North, Suite C100, Naples, Florida 34102.
Vice President:	George Mason, PhD., 501 Goodlette Road North, Suite C100, Naples, Florida 34102.
Treasurer:	Lori Mason Hurtig, 501 Goodlette Road North, Suite C100, Naples, Florida 34102.
Secretary:	Andrew Daniels, M.D., 501 Goodlette Road North, Suite C100, Naples, Florida 34102.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Brian M. Silverio, Esq., Silverio & Hall, P.A., Suite 2450 Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: November 9th, 2001.


BRIAN M. SILVERIO
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

First, that We Care HealthCare, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Brian M. Silverio located at Suite 2450 Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130, as its agent to accept service of process within Florida.

Dated: November 9th, 2001.


BRIAN M. SILVERIO
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and 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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 9th, 2001.


BRIAN M. SILVERIO
Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA