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FLORIDA PROFIT CORPORATION OR P.A.

m and d caring, inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

M and D CARING, INC.

(5)

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of the corporation is M and D CARING, INC.

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV. - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V. - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

Prepared by:
Alan R. Burton, Esq.
1900 W. Commercial Blvd., #100
Ft. Lauderdale, FL 33309
(954) 333-1550

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ARTICLE VII. - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office and mailing address of this corporation is 4200 Hillcrest Drive, Apt. 312, Hollywood, FL 33021 and the name of the initial registered agent of this corporation is Patricia M. Smith, whose address is 4200 Hillcrest Drive, Apt. 312, Hollywood, FL 33021.

ARTICLE VIII. - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one (1) director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is Patricia M. Smith, 4200 Hillcrest Drive, Apt. 312, Hollywood, FL 33021.

ARTICLE IX. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Patricia M. Smith, 4200 Hillcrest Drive, Apt. 312, Hollywood, FL 33021.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE X.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such director or officer of such other corporation, or not so interested.

ARTICLE XI.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stock-holders and upon the dividends due them from any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of March, 2003.


Patricia M. Smith, Subscriber

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

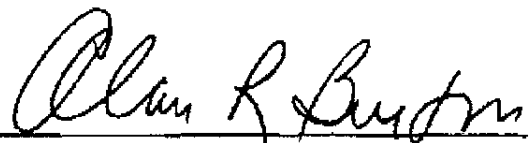
I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Patricia M. Smith, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and she duly acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS MY HAND and official seal this 12th of March, 2003.

My Commission Expires:



Alan R. Burton
MY COMMISSION # DD013444 EXPIRES
March 27, 2005
BONDED THRU TROY FAIR INSURANCE INC.


Notary Public, State of Florida

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That M and D CARING, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Hollywood, County of Broward, State of Florida, has named Patricia M. Smith, located at 4200 Hillcrest Drive, Apt. 312, Hollywood, FL 33021 of Broward County, State of Florida, as its agent to accept service of process with the State.

ACKNOWLEDGMENT

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



Patricia M. Smith
Resident Agent

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