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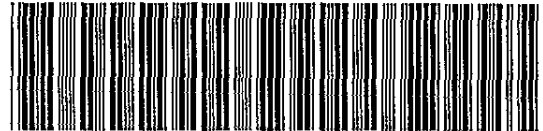
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TALLAHASSEE, FLORIDA

FILED

5-8-03

CHARLES S. SPINNER, JR.
Attorney At Law



ADMITTED IN FLORIDA AND NEW YORK

May 5, 2003

Mr. Timothy Burch
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Affinity Care Services, Inc.
Ref. No: W03000012127

Dear Mr. Burch:

In furtherance of your instructions today, I am resubmitting the original and one copy of the Articles of Incorporation for Affinity Care Services, Inc. for filing effective April 27, 2003. As we discussed, Affinity Care Services, Inc. is related to Affinity Care Services, LLC and therefore should be accepted as originally filed.

Should you require any additional information, please feel free to contact our office. Your careful attention to this is greatly appreciated.

Sincerely,



Charles Spinner, Jr.

Enclosure
cc: George Warner
CSS/scs

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Spinner Law Firm, P.A.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 29, 2003

SPINNER LAW FIRM
PO BOX 48882
TAMPA, FL 33647

SUBJECT: AFFINITYCARE SERVICES, INC.
Ref. Number: W03000012127

We have received your document for AFFINITYCARE SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 203A00025903

**ARTICLES OF INCORPORATION
OF
AFFINITYCARE SERVICES, INC.**

FILED
2003 APR 28 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is Affinity Care Services, Inc. and its principal office or mailing address is 38217 5th Avenue, Zephyrhills, Florida 33542.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares at one dollar (\$1.00) par value.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 38217 5th Avenue, Zephyrhills, Florida 33542, and the name of the Registered Agent is Frank Bailey.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director(s). The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one. The name(s) and address(es) of the initial director of this Corporation is/are:

NAME

ADDRESS

Frank Bailey

38217 5th Avenue
Zephyrhills, Florida 33542

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

Frank Bailey

38217 5th Avenue
Zephyrhills, Florida 33542

ARTICLE 8: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt if a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

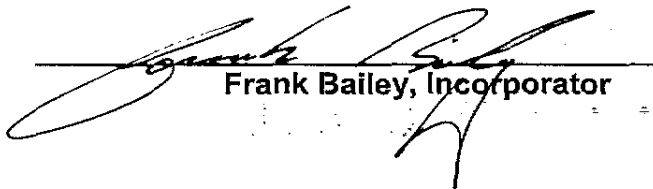
ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

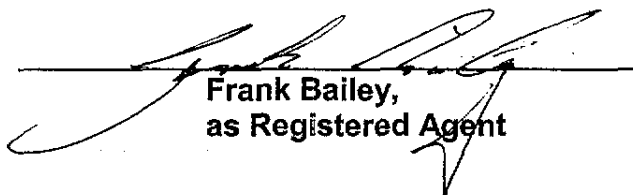
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 7th day of April, 2003.


Frank Bailey, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 7th day of April, 2003.


Frank Bailey,
as Registered Agent