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From:
Account Name : JAMES ACCOUNTING & TAX PRACTICE, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

WE CARE HEALTH SERVICES, INC.

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May 20, 1997 6:45AM
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No. 4996 P. 2

**ARTICLES OF INCORPORATION
OF
WE CARE HEALTH SERVICES, INC.**

The undersigned subscriber (s) to these Articles of Incorporation, all natural persons competent to contract, hereby form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all power, rights, privileges, and immunities and to that end, sets forth by these articles:

ARTICLE I - NAME

The name of this corporation is We Care Health Services, Inc., (hereinafter referred to as the "Corporation") and its mailing address is 11732 SW 107 Lane, Miami FL 33186.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and the state of the Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100,000 one dollar (\$1.00) par value stock, which shall be designated "Common Shares".

ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is John Thorpe, and the address is 11732 SW 107 Lane., Miami FL 33186.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 Director (s) initially. The number of Directors may be increased or decreased from time to time by the bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

NAME	ADDRESS
John W. Thorpe	11732 SW 107 Lane Miami FL 33186
Lorna P Thorpe	11732 SW 107 Lane Miami FL 33186

- (a) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws of this Corporation.
- (b) The business affairs of this Corporation shall be managed by the Board of Directors.

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ARTICLE VI11 - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

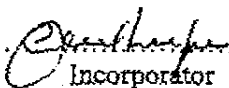
ARTICLE IX - INCORPORATORS

The name of the person signing these Articles is John W. Thorpe.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of December, 2003.

..........
Incorporator

May.20. 1997 8:45AM
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATIONS, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS /HER DUTIES.

DATED THIS 27th DAY OF December, 2003.

By.....Gen. Hays.....

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