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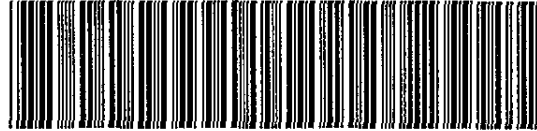
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TALLAHASSEE, FLORIDA

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LAW OFFICES OF
SHERAR & ARIAS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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CRAIG Z. SHERAR, ESQ.*
Licensed in Florida, Georgia, Colorado

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2701 SOUTH BAYSHORE DRIVE
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February 16, 2004

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: ALL CARE MANAGEMENT SERVICES, INC.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation of the above-captioned corporation. Also, enclosed is a check in the amount of \$78.75, payable to the Florida Secretary of State, to cover the required filing fees and a certified copy. Please return a certified copy of the Articles to me in the enclosed self-addressed envelope.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Patricia M. Arias

PMA/
Enclosure

**ARTICLES OF INCORPORATION OF
ALL CARE MANAGEMENT SERVICES, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is ALL CARE MANAGEMENT SERVICES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address is 2534 Southwest 3rd Street, Miami, Florida 33135.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - DURATION

The Corporation shall have a perpetual existence. The Corporation shall commence existence on the date of filing these articles.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 2701 South Bayshore Drive, Suite 605, Coconut Grove, Florida 33133, and the initial registered agent of this Corporation at such office shall be Patricia M. Arias, Esq. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than 15. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Ricardo Gomez	2534 Southwest 3rd Street, Miami, Florida 33135

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of this Corporation may be entitled.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is Patricia M. Arias, 2701 South Bayshore Drive, Suite 605, Miami, Florida.

IN WITNESS THEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of February, 2004.



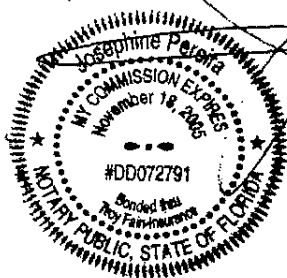
Patricia M. Arias, Incorporator

STATE OF FLORIDA }
 }SS:
COUNTY OF MIAMI-DADE}

PERSONALLY APPEARED before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared Patricia M. Arias, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed said Articles of Incorporation

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17 day of February, 2004

My Commission Expires:





Notary Public,
State of Florida at Large

ACCEPTANCE OF REGISTERED AGENT AND REGISTERED OFFICE

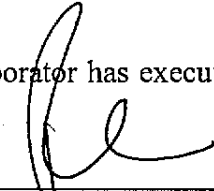
Pursuant to Florida Statute §617.1 007(3)(g), the following is submitted in compliance therewith:

The name of the registered agent is Patricia M. Arias, Esq., and the street address of the registered office of ALL CARE MANAGEMENT SERVICES, INC., shall be 2701 South Bayshore Drive, Suite 605, Miami, Florida, 33133.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

IN WITNESS THEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of February, 2004



Patricia M. Arias, Registered Agent

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TALLAHASSEE, FLORIDA

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