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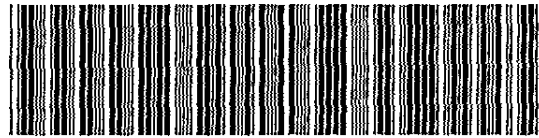
(Business Entity Name)

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2004 MAR 18 A 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
STANLEY JAY BARTEL, ESQ.

46 SOUTHWEST FIRST STREET • 4TH FLOOR
MIAMI, FLORIDA 33130-1610

TELEPHONE (305) 358-4949
FAX (305) 358-0862

March 12, 2004

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

Re: Articles of Incorporation - PROPAX/PROCARE (INT'L.), INC.

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for the above-named corporation, together with my check in the amount of \$122.50 to cover incorporation fees.

Kindly send us a Certificate of Incorporation, Acknowledgment of Filing and a date-stamped copy of the Articles, for which an extra copy of the Articles is herewith enclosed.

Thank you for your cooperation in this matter.

Sincerely,



STANLEY JAY BARTEL

SJB:ma

Enclosures: Original and two (2) copies of Articles of Incorporation; Check in the amount of \$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PROPAX/PROCARE (INT'L.), INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby organize and incorporate a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: **PROPAX/PROCARE (INT'L.), INC.**

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to initially issue One Hundred (100) Shares of Common Capital Stock having a par value of Five (\$5.00) Dollars per share. The Directors of the corporation, by a vote of two-thirds (2/3) of the then Board, may in their discretion authorize the issuance of additional shares of Common Capital Stock, or new shares divided into classes (with preferences, limitations, relative rights, if any, to be determined by such Board) or both, as they may determine to be in the best interests of the corporation.

ARTICLE IV

INITIAL CAPITAL

The amount of capital within which this corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V

BEGINNING OF CORPORATE EXISTENCE AND CORPORATE ACCOUNTING

The date of corporate existence and commencement of accounting for this corporation is the date of filing of these Articles with the Secretary of State.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

ADDRESS

The initial Post Office address of the principal office of this corporation in the State of Florida until changed by the Board of Directors, shall be 46 Southwest First Street, 4th Floor, Miami, FL 33130.

The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VIII

DIRECTORS

This corporation shall have one initial Director:

Erol Celikoglu

The number of Directors may be increased from time to time, in the manner provided by the Bylaws, as they may be initially adopted or amended from time to time.

ARTICLE IX

DIRECTORS POWERS TO MAKE OR AMEND BYLAWS

The initial Director(s) of this corporation, who shall hold office, absent earlier resignation, for the first corporate year, or until the approval of a majority of the Stockholders of the corporation by consent in writing or at a meeting called for such purpose, shall have the power to make and amend its Bylaws.

ARTICLE X

INITIAL SUBSCRIBER

The name and Post Office address of the initial subscriber to these Articles of Incorporation who has agreed to subscribe to 100 shares of stock having a par value of Five (\$5.00) per share, is Stanley Jay Bartel, Trustee.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office and Registered Agent of the corporation shall be: Stanley Jay Bartel, 46 S.W. First Street, 4th Floor, Miami, FL 33130.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

VOTING

Where Stockholder approval is required for any action, other than Article XIV action, a simple majority vote of the Stockholders, entitled to vote, of all individuals holding issued and outstanding voting stock of the corporation, shall be required.

ARTICLE XV

TRANSFER AND VOTING OF SHARES

The shareholders may enter into agreements among themselves and with the corporation for restricting the transfer of their shares for voting shares; and for the redemption of their shares by the corporation. Any such agreements, however, to be effective as between the corporation and the Stockholders, shall require the unanimous consent of all individuals holding issued and outstanding voting stock in the corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and has acknowledged and filed, in the Office of the Secretary of State of the State of Florida, as the subscriber of the foregoing Articles of Incorporation this 12th day of March, 2004.


STANLEY JAY BARTEL, Trustee

STATE OF FLORIDA:
COUNTY OF MIAMI-DADE :


BEFORE ME, the undersigned authority, personally appeared STANLEY JAY BARTEL, individually and as Trustee, who is personally known to the undersigned and who did take an oath, and who deposes and says that he has read the foregoing Articles of Incorporation and that

he has freely and voluntarily executed same, for the uses and purposes therein expressed.


STANLEY JAY BARTEL

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this _____ day of March, 2004.

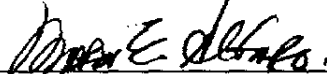
STANLEY J. BARTEL, ESQ.
46 S.W. 1 ST. - 4TH FL.
MIAMI FL 33130
TEL: 305 358-4949


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My Commission Expires:



Maria E. Alfaro
MY COMMISSION # CC986356 EXPIRES
December 6, 2004
BONDED THRU TROY FAJN INSURANCE, INC.


(Name of Acknowledger Typed,
Printed or Stamped)
(Title or Rank)
(Serial Number, if any)

**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 PROPAX/PROCARE INT'L., INC. desiring to qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 46 Southwest First Street, 4th Floor, Miami, Florida 33130 has designated Stanley Jay Bartel, 46 Southwest First Street, 4th Floor, Miami, FL 33130, as its agent to accept process within the State.

ACKNOWLEDGMENT

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



Stanley Jay Bartel, Resident Agent

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TALLAHASSEE, FLORIDA