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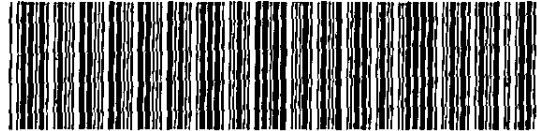
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CLERK OF STATE
TALLAHASSEE, FLORIDA

CARE MED, Inc.
1217 Ewing Ave. Clearwater,
Florida 33756

February 15th, 2005

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

Dear Department of State:

Please find enclosed one original copy and one copy of the Articles of Incorporation for CARE MED, Inc., and a check for \$78.75 as requested by your office. We are requesting to become a Florida Domestic For-Profit Corporation, and for you to send us a certified copy to the above address.

Please do not hesitate to contact me if I can be of any further assistance. My work number is 813-817-8579.

Thank you for your assistance.

Very Truly Yours,


Barbara Eberle

**ARTICLES OF INCORPORATION
OF
CARE MED, INC.**

The, the undersigned, as incorporators and subscribers to the shares of the Corporation to be organized pursuant hereto, being at least twenty-one (21) years or more, for the purposes of forming a corporation under the Business Corporation Act of the State of Florida, do hereby adopt the following articles of incorporation of such corporation.

ARTICLE I. NAME

The name of the Corporation shall be CARE MED, Inc.

ARTICLE II. DURATION

The period of duration for which the corporation is organized is perpetual.

ARTICLE III. PRINCIPAL OFFICE

The address of the corporation's principal office is 1217 Ewing Ave. Clearwater, Florida 33756.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 1217 Ewing Ave Clearwater, Florida 33756 and the name of its initial registered agent at that address is Cesar Lara, MD.

ARTICLE V. INCORPORATORS AND DIRECTORS

The number of incorporators, who shall constitute the initial Board of Directors, is four. The number of directors may be increased or decreased from time to time by amendment to the bylaws of the corporation. The name and address of the persons who are the incorporators and initial directors to are:

Cesar Lara, MD	1217 Ewing Ave Clearwater, Florida 33756
Carl Suchar, MD	1217 Ewing Ave Clearwater, Florida 33756
Barbara Eberle	1217 Ewing Ave Clearwater, Florida 33756
John Woods	1217 Ewing Ave Clearwater, Florida 33756

ARTICLE VI. PURPOSE

The purpose or purposes for which the Corporation is organized shall be to engage in any lawful purpose or purposes that are conferred on corporations under the laws of the State of Florida and that are necessary or proper in connection with that business, including, but not limited to, the following:

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(a) To establish, acquire, support, erect, maintain, own, and equip, without limiting the foregoing, health maintenance organizations, IPA's, preferred provider organizations, hospitals, nursing homes, medical arts buildings, data processing, credit services, laundry services, rental properties, pharmacies, hotels/motels, maintenance services, vending machines and restaurants, and operate such other activities and entities which in the opinion of the Board of Directors at its discretion will support the foregoing.

(b) To do everything necessary, proper, advisable or convenient for the accomplishments or furtherance of such purpose; including but not limited to the participation in joint ventures with other parties.

(c) To borrow or raise money reasonably required in the conduct of its business.

(d) To carry on any other business in connection with and incidental to any of the foregoing business, transactions, and dealings.

(e) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred and to enact regulations to carry these restrictions into effect.

(f) Any other business authorized by law.

ARTICLE VII. SHARE STRUCTURE

The aggregate number of shares which the corporation shall have the authority to issue is Ten Million (10,000,000) shares at no par value.

ARTICLE VIII. STATED CAPITAL

The corporation shall not commence business until it has received for the issuance of its shares consideration of the value of One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE IX. PREEMPTIVE RIGHTS

No shareholder or other person shall have any preemptive rights whatsoever.

ARTICLE X. CUMULATIVE VOTING

Cumulative voting in the elections of directors shall not be permitted.

ARTICLE XI. CONDUCT OF DIRECTORS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by the fact that any one or more of the directors or officers of the

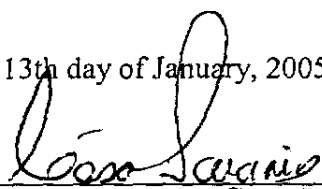
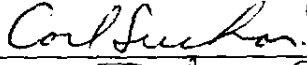


corporation is or are interested in or is a member, director, officer, or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract; act or transaction of the corporation with any person, firm, corporation or association shall be affected or invalidated by the fact that any director or directors, or officer or officers of the corporation is a party or are parties to or interested in such contract, act or transactions or in any way connected with such person, firm, corporation or association; and each and every person who may become a director or officer of the corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him or any firm, corporation or association in which he may in any way be interested from transacting business with this Corporation.

ARTICLE XII. INCORPORATORS

The name and address of the incorporators are:

Cesar Lara, MD	1217 Ewing Ave Clearwater, Florida 33756
Carl Suchar, MD	1217 Ewing Ave Clearwater, Florida 33756
Barbara Eberle	1217 Ewing Ave Clearwater, Florida 33756
John Woods	1217 Ewing Ave Clearwater, Florida 33756

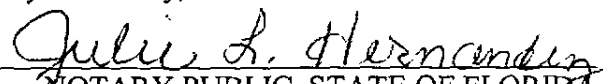
IN WITNESS WHEREOF, I have hereunto set my hand this the 13th day of January, 2005.


Cesar Lara MD

Carl Suchar MD

Barbara Eberle

John Woods

THE STATE OF FLORIDA} COUNTY OF PINELLAS}

I, the undersigned authority, a Notary Public, in and for said County and State, do hereby certify that on the 13th day of January, 2005, personally appeared before me, Cesar Lara MD, Carl Suchar MD, John Woods and Barbara Eberle, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements contained there are true.

SUBSCRIBED AND SWORN TO BEFORE ME by the said Cesar Lara MD, Carl Suchar MD, John Woods and Barbara Eberle, on this the 13th day of January, 2005.


NOTARY PUBLIC, STATE OF FLORIDA

CARE MED, Inc.
1217 Ewing Ave. Clearwater,
Florida 33756

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 to act in this capacity.

Lesar J. ...

Signature/Registered Agent

Jan 13, 05
Date

Bob ...

Signature/Incorporator

Jan 13, 2005
Date

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