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LAW OFFICE
YALE MANOFF, P.A.
4400 N. FEDERAL HIGHWAY, SUITE 210-26
BOCA RATON, FLORIDA 33431

MEMBER FLORIDA AND NEW JERSEY BARS

TELEPHONE: 561-393-5000
FAX: 561-393-9778

June 7, 2005

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: SAFEGUARD HEALTH OPTIONS, INC.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Safeguard Health Options, Inc., together with my firm check in the amount of \$78.75 representing the filing fee and the fee for a certified copy of same. Accordingly, I would appreciate your filing this corporation and providing me with a certified copy of the Articles at your earliest convenience. I am enclosing a return envelope for your convenience.

Thank you for your cooperation in this regard, and should you have any questions, please do not hesitate to contact me.

Very truly yours,


YALE MANOFF

YM:kg
Enclosures

05 JUN -8 PM 4:02

ARTICLES OF INCORPORATION
OF
SAFEGUARD HEALTH OPTIONS, INC.

ARTICLE I - NAME

The name of this corporation is SAFEGUARD HEALTH OPTIONS, INC., and the mailing address shall be 6794 Jiralda Circle, Boca Raton, Florida 33433.

ARTICLE II - DURATION

This corporation is to exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in the practice of and to conduct any and all business or other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this corporation is authorized to issue to have outstanding at any one time is ONE HUNDRED THOUSAND(100,000) shares of common stock having a par value of ONE CENT (\$.01) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

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(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the company. Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such considerations and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6794 Jiralda Circle, Boca Raton, Florida 33433, and the name of the initial registered agent of this corporation at that address is JACK SCHWARTZ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be diminished to less than one (1). The name and address of the initial director of this corporation is:

NAME	ADDRESS
Jack Schwartz	6794 Jiralda Circle Boca Raton, Florida 33433

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debtors of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATORS

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

NAME

ADDRESS

Jack Schwartz

6794 Jiralda Circle
Boca Raton, Florida 33433


JACK SCHWARTZ

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
SAFEGUARD HEALTH OPTIONS, INC.**

Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for SAFEGUARD HEALTH OPTIONS, INC., JACK SCHWARTZ hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

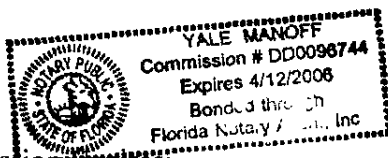
Jack Schwartz
JACK SCHWARTZ

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STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared JACK SCHWARTZ, who is personally known to me or who has produced _____ (type of identification) as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS my hand and official seal this 7th day of June, 2005.



My Commission Expires:

Yale Manoff

Notary Public
State of Florida at Large