

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

JAN 19 1995 BSE

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY SW _____

WALK-IN Will Pick Up 119 11:00

RE: U.S. Health Care Services, Inc.

C.C. FEE DISBURSED

Capital Express _____

Art. of Inc. File _____

Comp. Record _____

Partnership _____

Foreign Corp. _____

Cert. of _____

Photo _____

Art. of Amend. _____

Dissolution/Withdrawal _____

C U S- _____

Fictitious Name File _____

Name Reservation _____

Annual Report/Reinstatement _____

Reg. Agent Service _____

Document Filing _____

Corporate Kit _____

Vehicle Search _____

Driving Record _____

Document Retrieval _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

File No.'s, _____ Copies

Courier Service _____

Shipping/Handling _____

Phone () _____

Top Priority _____

Express Mail Prep. _____

FAX () _____

pgs.

SUBTOTALS _____

FEE..... \$ _____

DISBURSED..... \$ _____

SURCHARGE..... \$ _____

TAX on corporate supplies..... \$ _____

SUBTOTAL..... \$ _____

PREPAID..... \$ _____

BALANCE DUE..... \$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
U.S. HEALTH CARE SERVICES, INC.**

FILED
95 JAN 19 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is: U.S. HEALTH CARE SERVICES, INC.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The Corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The Corporation is authorized to issue a maximum number of 1,000 shares of the par value of \$1.00 per share, all of which shall be common stock.

The Shareholders of the Corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the Corporation to reasonable restraint by sale, assignment, pledge, will, inter vivos gift, or any other method of transfer or encumbrance of said common stock.

In the event that the holders of common stock of the Corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the Corporation, such stock shall not be eligible for transfer on the books of the Corporation unless and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the Corporation shall only be transferable upon the books of the Corporation.

ARTICLE V

The principal office of the Corporation will be located at 531 North Bay Street, Eustis, Florida 32726, and its mailing address is 531 North Bay Street, Eustis, Florida 32726.

ARTICLE VI

The initial Registered Agent for the Corporation is Lawrence J. Semento, 531 North Bay Street, Eustis, Florida 32726, whose address is 531 North Bay Street, Eustis, Florida 32726. The registered agent of the Corporation may be changed from time to time by the Corporation filing the appropriate documentation with the State of Florida.

ARTICLE VII

The Corporation shall initially have one (1) director. The number of directors constituting the Board of Directors may be changed from time to time in accordance with the bylaws of the Corporation.

The Board of Directors of the Corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the Corporation, in whatever capacity.

The names and street addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence J. Semento	531 North Bay Street, Eustis, Florida 32726

ARTICLE VIII

The Corporation shall have a president, secretary and treasurer, each of whom may be members of the Board of Directors, and the Corporation may have any such other and additional officers as may be authorized by its bylaws.

ARTICLE IX

The name and street address of each subscriber of these Articles of Incorporation are as follows:

NAME

ADDRESS

Lawrence J. Semento

531 North Bay Street, Eustis, Florida 32726

ARTICLE X

The Corporation shall grant to the Shareholders of record at the time of issuance of any additional stock full preemptive rights in the issuance of all new stock and full preemptive rights in all authorized but unissued stock, in that such stock shall be first offered to such registered Shareholders for sale at the price at which it is offered by others, which price, in the case of par value shares, may be in excess of par, before there shall be an offer to sell said stock to person other than said Shareholders. The terms and other details of such offer including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

ARTICLE XI

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders,

and approved at the Shareholders' meeting by a majority of the Shareholders entitled to vote thereon, unless all the directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

DATED THIS 17 day of January, A.D., 1995.

WITNESSES:

Alice Noack
Witness Alice Noack

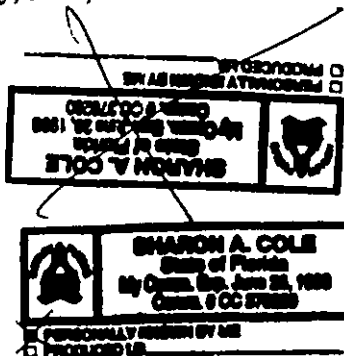
Sharon A. Cole
Witness Sharon A. Cole

LAWRENCE J. SEMENTO

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared LAWRENCE J. SEMENTO, who is personally known to me (or who has produced N/A Personally Known as identification) and who acknowledged before me that he subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of January, A.D., 1995.



Sharon A. Cole
Notary Public Signature
Sharon A. Cole
Printed/Typed Name
My Commission Expires: _____
Commission Number: _____

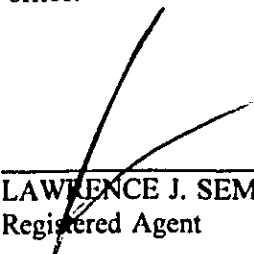
DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That U.S. HEALTH CARE SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Eustis, County of Lake, State of Florida, has named Lawrence J. Semento, as its agent to accept service of process within this state.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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



LAWRENCE J. SEMENTO
Registered Agent

FILED
95 JAN 19 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA