

P95000022903

3929 Ponce De Leon Blvd.
Coral Gables, FL 33134

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Medical Care Concepts, Inc.

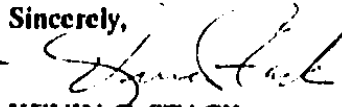
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-03/21/95--01004--009
***122.50 ***122.50

Sirs:


Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,


KEVIN C. STACK

44 PD
55 MAR 20 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/20/95


**ARTICLES OF INCORPORATION OF
MEDICAL CARE CONCEPTS, INC.,**

ARTICLE I. CORPORATE NAME.

The name of this corporation is **MEDICAL CARE CONCEPTS, INC.**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are

**3929 Ponce De Leon Blvd.
Coral Gables, FL 33134**

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **TEN THOUSAND.**

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are

**KEVIN C. STACK
3929 Ponce De Leon Blvd.
Coral Gables, FL 33134**

ARTICLE V. INCORPORATORS.

The names and street addresses of the incorporators to these articles of incorporation are

**KEVIN C. STACK
CHARLES R. STACK, both at
3929 Ponce De Leon Blvd.
Coral Gables, FL 33134**

SIGNATURES

The undersigned have executed these articles of incorporation on **MARCH 15, 1995.**



Signature/Title



Signature/Title

55 MAR 20 PM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is MEDICAL CARE CONCEPTS, INC.
2. The name of the registered agent is KEVIN C. STACK.
3. The address of the registered agent/registered office is 3929 Ponce de Leon Blvd., Coral Gables, FL 33134.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: KEVIN C. STACK

Date: 3/17/95

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MAR 20 AM 8:53
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TALLAHASSEE, FLORIDA

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HIGH, STACK, LAZENBY, PALANACH & DE ANO

ATTORNEYS AT LAW

3939 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

(305) 443-3339

ROBERT KING HIGH (1924-1987)
CHARLES R. STACK, P.A.
ROBERT A. LAZENBY, P.A.
MICHAEL PALANACH, P.A.
GEORGE W. MAXWELL III
CLAY D. MORGAN
CARLOS M. AND, P.A.
JACK L. PLATT
FERNANDO M. PALACIOS (OF COUNSEL)
REED C. CARY (OF COUNSEL)
ALVIN B. CANN (OF COUNSEL)

FAX (305) 443-0844

FAX (305) 444-8370

825 E. STRAWBRIDGE AVE.

MELBOURN, FL 32651

(407) 728-8888

FAX (407) 884-2411

PLEASE REPLY TO:

FILED
96 OCT 28 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 25, 1996

Coral Gables

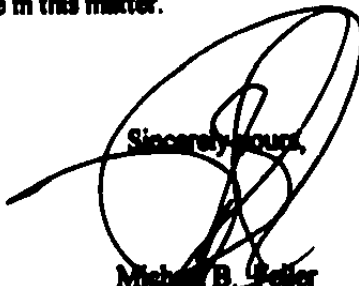
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Medical Care Concepts, Inc.

Sirs:

Enclosed are the original and one copy of the Articles of amendment for the above-named Florida corporation. Also enclosed is a check in the amount of \$35.00, representing the fee for filing.

Thank you for your assistance in this matter.

Sincerely yours,

Michael B. Peller

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-10/29/96--01120--006
*****35.00 *****35.00

Amend

VS NOV 1 1996

**ARTICLES OF AMENDMENT FOR
MEDICAL CARE CONCEPTS, INC..**

FILED
96 OCT 28 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. PURPOSE

These Articles of Amendment are adopted for the purpose of amending the Articles of Incorporation of the corporation to allow for the issuance of a higher number of shares.

ARTICLE II. AMENDMENT

Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced by the following:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE MILLION, no par value.

ARTICLE III. DATE/ADOPTORS

These Articles were adopted on October 25, 1996, by a majority vote of the Board of Directors. No shareholder action was necessary.

APPROVED AND ADOPTED on October 25, 1996.


KEVIN C. STACK
President/CEO