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((H95000003264)) PUBLIC ACCESS SYSTEM
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 TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
 DEPARTMENT OF STATE 1492 W FLAGLER ST
 STATE OF FLORIDA SUITE 200
 409 EAST GAINES STREET MIAMI FL 33136- 0-000018-0000
 TALLAHASSEE, FL 32399 CONTACT: NAY STORMONT
 PHONE: (305) 541-3694
 FAX: (904) 922-4000 FAX: (305) 541-3770
 ((H95000003264)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PSI CARE, CORP.
 FAX AUDIT NUMBER: H95000003264
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W95-6327

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RECEIVED
 SECRETARY OF STATE
 2000 MAR 22 PM 09:02
 TALLAHASSEE

RECEIVED
 2000 MAR 22 AM 09:06
 TALLAHASSEE

WR-22-1995 12:32 FROM EMPIRE CORP. KIT

TO

19849224080

P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 22, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PSI CARE, CORP.
REF: M95000006327

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE LIST THE CITY OF THE PRINCIPAL LOCATION IN ARTICLE VI. RE-FAX THAT PAGE ONLY.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: M95000003264
Letter Number: 396A00012638

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

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6

ARTICLES OF INCORPORATION
of
PSI CARE, CORP

H 9500000 3264

WE, THE UNDERSIGNED, MARTHA GONZALEZ, ANACRISTINA RIVERA AND LIZETTE PERA hereby associate ourselves for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

PSI CARE, CORP

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To engage in any legal business.

b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.

c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the power hereinabove specifically delegated of implied.

H 9500000 3264

Prepared by:

Alfredo Sanchez,acct
5200 SW 8 St.
Miami, FL 33134
305-445-9025

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 1000 shares of common stock of ONE DOLLAR PAR VALUE.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of ONE HUNDRED FIFTY AND 00/100 DOLLARS .

ARTICLE V

CORPORATE EXISTING

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be: 10125 NW 9TH CIRCLE, SUITE 201, MIAMI, FL 330172 and with the privilege of having branch offices at other places within or without the State of Florida.

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ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be: **MARTHA GONZALEZ**.

ARTICLE VIII

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
MARTHA GONZALEZ	10125 NW 9TH CIRCLE, STE 201 MIAMI, FL 33172
ANACRISTINA RIVERA	455 NE 210 TERRACE NORTH MIAMI BEACH, FL 33179
LIZZETTE PEKA	6700 COLLINS AVENUE, STE 515 MIAMI BEACH, FL 33139

ARTICLE X

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	TITLE	ADDRESS
MARTHA GONZALEZ	PRESIDENT	10125 NW 9TH CIRCLE, STE 201 MIAMI, FL 330172
ANACRISTINA RIVERA	VICE-PRESIDENT	455 NE 210 TERRACE NORTH MIAMI BEACH, FL 33179
LIZZETTE PEKA	SECRETARY	6700 COLLINS AVENUE, STE 515 MIAMI BEACH, FL 33139

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ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

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NAME	ADDRESS	NUMBER OF SHARES
MARTEA GONZALEZ	10125 NW 9TH CIRCLE, STE 20. MIAMI, FL 33172	50
AMACRISTIN RIVERA	455 NE 210 TERRACE NORTH MIAMI BEACH, FL 33179	50
LISETTE PENA	6700 COLLINS AVENUE, STE 515 MIAMI BEACH, FL 33139	50

ARTICLE XII

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that PSI CARE, CORP. desiring to organize or qualify under the law of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named MARTHA GONZALEZ, at 10125 NW 9TH CIRCLE, SUITE 201 MIAMI, FL 33172, as its agent to accept service of process within Florida.

Martha Gonzalez
MARTHA GONZALEZ
CORPORATE OFFICER

DATE: March 18, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Martha Gonzalez
MARTHA GONZALEZ
DATE: March 18, 1995

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ARTICLE XIII

ACKNOWLEDGEMENT

STATE OF FLORIDA)
COUNTY OF DADE) SS:

I HEREBY CERTIFY that on this 18th day of March, 1995 Personally appeared before me, the undersigned Notary Public in and for the State of Florida, MARTHA GONZALEZ, ANACRISTINA RIVERA AND LIZZETTE PENA, parties to the foregoing Certificate of Incorporation, and acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate as and for his or her voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year written at Miami, Dade County, Florida.

[Signature]
Notary Public
State of Florida at Large

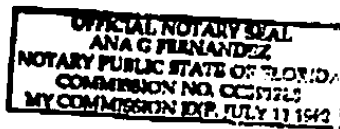
My commission expires:

Subscribers:

[Signature]
MARTHA GONZALEZ - PRESIDENT

[Signature]
ANACRISTINA RIVERA - VICEPRESIDENT

[Signature]
LIZZETTE PENA - SECRETARY



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95 MAR 22 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 9500000 3264

P95000023155

PSI CARE, CORP.
455 NE 210 Terrace
North Miami Beach, FL 33179

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #) 500001790685
-04/23/96--01093--017
- 2. _____ (Corporation Name) _____ (Document #) *****35.00 *****35.00
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A. Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 22 AM 9:01

SH 5/2

Examiner's Initials



Florida Department of State, Jim Smith, Secretary of State
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
DEPARTMENT OF STATE
OFFICE OF CORPORATIONS
65 MAR 22 11 5:01

STATE OF FLORIDA
COUNTY OF DADE

I, Martha Gonzalez after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Martha Gonzalez hereby resign as President of
(Title)
PSI CARE, CORP, a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

Martha Gonzalez
Signature of resigning officer/director

Sworn to and subscribed before me this 23rd day of March, 1996.

Martha I. Valverde
NOTARY PUBLIC

 **MARTHA I. VALVERDE**
COMMISSION # CC 478263
EXPIRES JUN 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission Expires: _____

FILING FEE IS \$35.00

Miami, April 17/96

P95000023155

TO: Division of Corporations

From: PSI CARE, CORP.

REF: Resignation Officer

600001790686
-04/23/96--01093--018
*****35.00 *****35.00

Please send your confirmation to

PSI CARE, CORP.
455 NE 210 Terrace
North Miami Beach, FL 33179

Officer Resig.

SH 5/2

96 APR 22 AM 8:59

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SECRETARY OF STATE
DIVISION OF CORPORATIONS



Florida Department of State, Jim Smith, Secretary of State
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
 COUNTY OF DADE

I, Lizette Pena after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Lizette Pena hereby resign as Secretary of
 (Title)
PSI CARE, CORP., a Florida corporation;
 (Name of Corporation)

That the corporation has been notified in writing of the resignation.

Lizette Pena
 Signature of resigning officer/director

55 APR 22 11 08:59
 DIVISION OF CORPORATIONS

Sworn to and subscribed before me this 23rd day of March, 1996.

Martha I. Valverde
 NOTARY PUBLIC

NOTARY PUBLIC
 STATE OF FLORIDA
 MARTHA I. VALVERDE
 COMMISSION # CC 476263
 EXPIRES JUN 25, 1999
 BONDED THRU
 ATLANTIC BONDING CO. INC.

My Commission Expires: _____

FILING FEE IS \$35.00