

P950000030074

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, 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 \$ _____

95 APR 13 11:11 AM
FBI

4/18/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK

WALK-IN Will Pick Up 418-1100

RE: XL-Care Agency
Inc. Tri-County

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File	000001458500	
<input type="checkbox"/> Dissolution/Withdrawal	-04/18/95--01014--019	
<input type="checkbox"/> C U S-	****122.50 ****122.50	
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep		
<input type="checkbox"/> 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
XL-CARE AGENCY, INC. TRI-COUNTY

FILED
95 APR 18 AM 11:59
CLERK OF COURT

ARTICLE I. NAME

The name of this corporation shall be XL-Care Agency, Inc. Tri-County.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all lawful business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares of common capital stock, no par value.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as a member of the Initial Board Of Directors is: Dennis Lopez, 2221 Le Road, Suite 15, Winter Park, Florida 32789.

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 2221 Lee Road, Suite 15, Winter Park, Florida 32789.

ARTICLE VIII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: c/o Lasris, Samuels & Freger, P.A., 9400 South Dadeland Boulevard, Penthouse 5, Miami, Florida 33156.

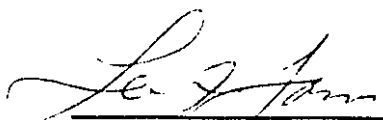
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Lee F. Lasris, Esq.

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Lee F. Lasris, Esq., 9400 South Dadeland Boulevard, Penthouse 5, Miami, Florida 33156.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Lee F. Lasris, Esq. - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of XL-Care Agency, Inc. Tri-County. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for XL-Care Agency, Inc. Tri-County.

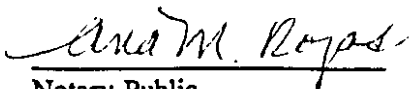


Lee F. Lasris, Esq. - Registered Agent

State Of Florida
County Of Dade

FILED
55 APR 18 11:11:59
NOTARY PUBLIC
STATE OF FLORIDA

On this 12th day of April, 1995, Lee F. Lasris, Esq., designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of XL-Care Agency, Inc. Tri-County.



Notary Public

ANA M. ROJAS

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: May 29, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.