

P95000042715

RALPH G. DELL
RODERICK K. SHAW, JR.
STEWART C. EGGERT
GARY M. WITTERS
JOSEPH G. HEYCK, JR.
MICHAEL N. BROWN
MARIAN P. McCULLOCH
ROBERT A. MORA
BENJAMIN O. MORRIS
A. CHRISTOPHER KASTEN, II
RICHARD A. HARRISON
JAMES S. EGGERT
CARLOS A. RODRIGUEZ

Law Offices

ALLEN, DELL, FRANK & TRINKLE

SUITE 1240, THE BARNETT PLAZA

101 E. KENNEDY BOULEVARD

POST OFFICE BOX 2111

TAMPA, FLORIDA 33601

(813) 223-5351

LEROY ALLEN (1902-1975)
L. ROBERT FRANK (1924-1989)
JOHN R. TRINKLE, JR. (1928-1991)

AUTOMATIC TELECOPIER
(813) 229-8682

May 23, 1995

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

300001499223
-05/25/95--01054--003
****122.50 ****122.50

Re: Doc-U-Care, Inc.

Dear Sirs:

Enclosed herewith please find an original and one fully conformed copy of the Articles of Incorporation of Doc-U-Care, Inc. Please file the original and have the copy certified and returned to me.

In payment of filing charges, we enclose herewith our firm check in the amount of \$122.50, which represents payment of the following items:

1.	Filing Fee	\$ 35.00
2.	Certified copy of Articles of Incorporation	\$ 52.50
3.	Designation of Registered Agent	\$ 35.00

	Total	\$122.50

Thank you for your assistance in this matter.

Very truly yours,

ALLEN, DELL, FRANK & TRINKLE



A. Christopher Kasten, II

ACK/mrc
Enclosures

*same people have
R95-2308*

FILED
MAY 31 PM 3:44
TALLAHASSEE, FLORIDA

D. BROWN JUN - 1 1995

ARTICLES OF INCORPORATION

OF

DOC-U-CARE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation shall be: DOC-U-CARE, INC.

ARTICLE II - Principal Office

The principal place of business and mailing address of the Corporation shall be: 5005 West Laurel Street, Suite 105, Tampa, Florida 33609, subject to change and relocation by the Board of Directors.

ARTICLE III - Capital Stock

The capital stock of this Corporation shall be 1,000,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Registered Office

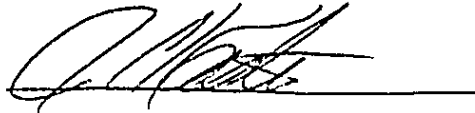
The street address of the initial registered office of the Corporation is 101 E. Kennedy Boulevard, Suite 1240, Tampa, Florida 33602, and the name of the initial registered agent at such

address A. Christopher Kasten, II.

ARTICLE V - Incorporator

The name and address of the incorporator is: A. Christopher Kasten, II, 101 E. Kennedy Boulevard, Suite 1240, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 23rd day of May, 1995.

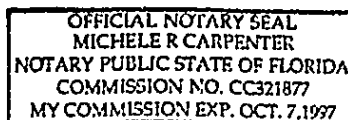


STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of May, 1995, by A. Christopher Kasten II who is personally known to me or who has produced _____ as identification.

Michelle R. Carpenter
Signature of Notary Public



Michele R. Carpenter
Notary Public's Name Printed
State of Florida at Large
My Commission Expires:

ACCEPTANCE

Having been named as Registered Agent and to accept service of process for DOC-U-CARE, INC. at the place designated in these Articles of Incorporation, 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.

A handwritten signature in black ink, appearing to be "D. K. Carter", is written over a horizontal line.

P95000042715

RALPH C. DELL
RODERICK K. SHAW, JR.
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ALLEN, DELL, FRANK & TRINKLE

SUITE 1240, THE BARNETT PLAZA
101 E. KENNEDY BOULEVARD
POST OFFICE BOX 2111
TAMPA, FLORIDA 33601
(813) 223-5351

LEROY ALLEN (1902-1975)
L. ROBERT FRANK (1924-1989)
JOHN R. TRINKLE, JR. (1926-1991)

AUTOMATIC TELECOPIER
(813) 229-0682

August 4, 1995

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

600001554886
-08/08/95--01056--003
*****87.50 *****87.50

Re: Doc-U-Care, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment of the Articles of Incorporation of Doc-U-Care, Inc. Please file the enclosed Articles of Amendment and have the copy certified and returned to me in the enclosed, postage-paid envelope.

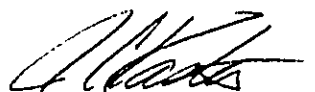
In payment of filing charges, we enclose herewith our firm check in the amount of \$87.50, which represents payment of the following items:

1.	Filing Fee for Articles of Amendment	\$ 35.00
2.	Certified copy of Articles of Amendment	\$ 52.50
	Total	\$ 87.50

Thank you for your assistance in this matter.

Very truly yours,

ALLEN, DELL, FRANK & TRINKLE


A. Christopher Kasten, II

ACK/mrc
Enclosures

FILED STATE
SECRETARY OF CORPORATIONS
95 AUG -7 AM 9:28

Amend
TLE
8/10

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DOC-U-CARE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -7 AM 9: 28

I. The following provisions of the Articles of Incorporation of Doc-U-Care, Inc., a Florida Corporation, filed in Tallahassee on May 25, 1995, be and they hereby are amended in the following particulars:

ARTICLE III, entitled Capital Stock, be and it hereby is amended to read as follows :

"The capital stock of this Corporation shall be one million (1,000,000) shares of common stock having a par value of \$.001 per share."

ARTICLE VI, entitled Shareholders' Pre-emptive Rights, be and it hereby is created to read as follows :

1. Pursuant to §607.0630, Fla.Stat. (1995), the Corporation elects to have pre-emptive rights and the following rules shall apply to such rights:
 - a. The shareholders of the Corporation shall have a pre-emptive right, granted on uniform terms and conditions prescribed by the Board of Directors of the Corporation to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors of the Corporation to issue them.
 - b. A shareholder may waive his pre-emptive right. A waiver evidence by a writing is irrevocable, even though it is not supported by

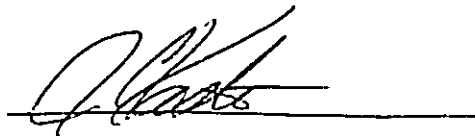
consideration.

2. The pre-emptive rights of the shareholders of the Corporation shall, in addition, apply with respect to:

- a. Shares issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;
- b. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;
- c. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation, except those shares that are issued as part of the initial issuance of stock by the undersigned Incorporator; and
- d. Shares sold otherwise than for money.

II. The foregoing amendments were adopted by the Incorporator of the Corporation without shareholder action on the 27th day of July, 1995. The foregoing amendments did not require shareholder action.

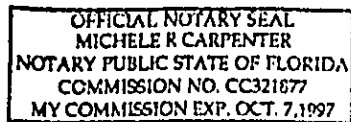
IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Amendment this 27th day of July, 1995.



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 27th day of July, 1995, by A. Christopher Kasten, II, Esquire, who is personally known to me.



Michele R. Carpenter
Signature of Notary Public

Michele R. Carpenter
Notary Public's Name Printed
State of Florida at Large
My Commission Expires:

P95000042715

RALPH C. DELL
STEWART C. EGGLESTON
GARY W. WITTERS
JOSEPH G. HEYCK, JR.
MICHAEL N. BROWN
MARIA P. MCCULLOCH
ROBERT A. MORA
BENJAMIN G. MORRIS
A. CHRISTOPHER KASTEN II
RICHARD A. HARRISON
JAMES S. EGGERT
CARLOS A. RODRIGUEZ
STEVEN F. THOMPSON

Law Offices

ALLEN, DELL, FRANK & TRINKLE

SUITE 1240, THE BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
POST OFFICE BOX 2111
TAMPA, FLORIDA 33601
(813) 223-5354

LEROY ALLEN (1902-1976)
L. ROBERT FRANK (1924-1989)
JOHN R. TRINKLE, JR. (1928-1991)

AUTOMATIC TELECOPIER
(813) 229-6682

March 1, 1996

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

500001732365
-03/05/96--01049--018
*****87.50 *****87.50

RE: Doc-U-Care, Inc.

Dear Sir or Madam,

Enclosed please find an original and one copy of the Articles of Amendment of the Articles of Incorporation of Doc-U-Care, Inc. Please file the enclosed Articles of Amendment and have the copy certified and returned to me in the enclosed postage paid envelope.

In payment of filing charges, we enclose herewith our firm check in the amount of \$87.50, which represents payment of the following items:


1. Filing fee for Articles of Amendment	\$35.00
2. Certified copy of Articles of Amendment	<u>\$52.50</u>
Total	\$87.50

FILED
MAR -4 AM 10:30
TALLAHASSEE, FLORIDA

Thank you for your assistance in this matter.

Very truly yours,

ALLEN, DELL, FRANK & TRINKLE


A. Christopher Kasten, II

ACK/kmc

AMEND
CRG
3-8

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DOC-U-CARE, INC.

FILED
MAR - 4 AM 10:31
TALLAHASSEE, FLORIDA

I. The following provisions of the Articles of Incorporation of Doc-U-Care, Inc., a Florida Corporation, filed in Tallahassee on May 25, 1995, as amended on August 7, 1995, be and they hereby are amended in the following particulars:

ARTICLE III, entitled Capital Stock, be and it hereby is amended to read as follows:

"The capital stock of this Corporation shall be fifty million (50,000,000) shares of common stock having a par value of \$.001 per share."

II. The foregoing amendments were adopted by the Incorporator of the Corporation without shareholder action on the 1st day of March, 1996. The foregoing amendments did not require shareholder action.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Amendment this 1st day of March, 1996.

[Signature]
INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of March, 1995, by A. Christopher Kasten, II, Esquire, who is personally known to me.

[Signature]
Signature of Notary Public

Amee M. Curtis
Notary Public's Name Printed
State of Florida at Large
My Commission Expires:

