

ARTICLES OF INCORPORATION

OF

PROCARE HEALTH MANAGEMENT, INC.

FILED
CLERK OF DISTRICT COURT
STATE OF FLORIDA
95 SEP 27 PM 12:51

ARTICLE ONE

CORPORATE NAME

The name of the corporation shall be:

PROCARE HEALTH MANAGEMENT, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful activity for which corporations may be organized under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with \$1.00 par value.

ARTICLE FIVE

PLACE OF BUSINESS

The street address of the principal place of business is:

5255 PINEVIEW WAY
APOPKA, FLORIDA 32703

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5255 PINEVIEW WAY, APOPKA, FLORIDA 32703 and the initial registered agent at such address is CARDWELL C. NUCKOLS.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT

INITIAL DIRECTORS

The initial Board of Directors shall consist of three (3) members who shall hold office until the first meeting of the corporation and whose name and address is as follows:

CARDWELL C. NUCKOLS
5255 PINEVIEW WAY
APOPKA, FLORIDA 32703

JOSEPH DENUCCI
193 BEACH AVENUE, #2
ATLANTIC BEACH, FLORIDA 32233

JEFFREY LOKER
10 REGA ROAD
FISHKILL, NEW YORK 12524

ARTICLE NINE

INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:

LAUREN A. COHEN, LL.B.
8222 WILES ROAD, SUITE 171
CORAL SPRINGS, FLORIDA 33067

ARTICLE TEN

COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation
this 20 day of September, 1995.


Lauren A. Cohen

STATE OF FLORIDA:

COUNTY OF BROWARD:

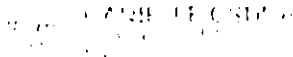
BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Lauren A. Cohen, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 20 day of September, 1995.



Notary Public
State of Florida


My Commission Expires:



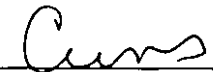
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

STATE OF FLORIDA
COUNTY OF ALBANY
95 SEP 25 PM 12:51

The undersigned hereby designates CARDWELL C. NUCKOLS as its Registered Agent to accept service of process within this state.


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.


CARDWELL C. NUCKOLS