

Americare Services, Inc.

20 N.W. 181st Street
Miami, Florida 33169
(305) 770-1141

Fax: (305) 770-1252

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FILED
59 FEB 19 AM 11:34
TALLAHASSEE, FLORIDA

February 14, 1996

Florida Department of State
NEW FILING SECTION
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****131.25 ****131.25

RE: ARTICLES OF INCORPORATION for AMERICARE TECHNOLOGIES, INC.

Dear Sir/Madam:

Enclosed herewith are two (2) original Articles of Incorporation of **AMERICARE TECHNOLOGIES, INC.**

Also enclosed is **Check No. 003951** in the amount of **\$131.25** (122.50 for the filing fee and \$8.75 for the Certificate of Status).

Please send me a certified copy of the Articles of Incorporation and the certificate to the following address:

DR. JOSEPH P. D'ANGELO
20 N.W. 181st STREET
MIAMI, FL 33169

Thank you for your cooperation.

Sincerely,


Dr. Joseph P. D'Angelo
PRESIDENT

JPD/aa

Encs.

D. BROWN FEB 21 1996

**ARTICLES OF INCORPORATION
OF
AMERICARE TECHNOLOGIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be: Americare Technologies, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 50,000,000 shares of common stock having \$.001 par value.

2. The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company.

ARTICLE IV

Except as otherwise provided by the law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V

The existence of the corporation is perpetual.

ARTICLE VI

The street address of the initial registered office of this corporation is: 400 Poinelana Drive, Hallandale, FL 33009. And the initial registered agent of this corporation at the above address is: Dr. Joseph P. D'Angelo.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one or more than nine (9) persons.

ARTICLE VIII

The name and address of the member of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until his/her successor is elected or appointed and have qualified, is as follows:

NAME
Margaret Heichberger

ADDRESS
20 N.W. 181st Street, Miami, FL 33169

ARTICLE IX

The name and street address of the party signing the Articles of Incorporation as subscribed is as follows:

NAME
Margaret Heichberger

ADDRESS
20 N.W. 181st Street, Miami, FL 33169

ARTICLE X

The principal office address of the corporation is: 20 N.W. 181st Street, Miami, FL 33169.

ARTICLE XI

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by Proxy.

ARTICLE XII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of February, 1996.


Margaret Heichberger

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is : Americare Financial Services, Inc.

2. The name and address of the registered agent and office is: Dr. Joseph P. D'Angelo,
400 Poinelana Drive, Hallandale, FL 33009.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, 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.



Dr. Joseph P. D'Angelo

Date: 13 Feb 1996

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66 FEB 19 AM 11:34
CLERK OF COURT
HALLANDALE, FLORIDA