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SECRET
TALLAHASSEE, FLORIDA

GS CARE CORP.
7815 NORTH DALE MABRY HIGHWAY
TAMPA, FL. 33614

Division of Corporation
P.O. Box 6327
Tallahassee, FL. 32314

JUNE 20, 1996

Gentlemen:

Enclosed Please find a check for \$70.00 to cover the following fees:

Florida Corporation Filing fee\$35.00

Registered Agent Designation\$35.00

If any questions arise concerning the filing of this document, please call 813-920-4179.

Sincerely,

Joan A. Layne

Joan A. Layne

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*****70.00 *****70.00

Enclosure

TH
6-25-96

CERTIFICATE OF INCORPORATION

GS CARE CORP.

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FIRST: The name of this corporation is GS CARE CORP.

SECOND: Its registered office and principal office in the State of Florida is to be located at 7815 N. Dale Mabry Highway, Suite 210, in the City of Tampa, County of Hillsborough. The registered agent in charge thereof is Joan A. Layne at the registered office of the corporation.

THIRD: The nature of the business and, the objects and purpose proposed to be transacted, promoted and carried on, are to do any or all things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

"The purpose of the corporation is to engage in any lawful act or activity for which the corporation may be organized under the laws of the State of Florida."

FOURTH: The amount of the total authorized capital stock of this corporation is 7,000 shares of \$1.00 Par Value.

FIFTH: The and mailing address of the incorporator is as follows:

NAME:	ADDRESS:
Joan A. Layne	7815 N. Dale Mabry Highway Suite, 210 Tampa, Fl. 33614

SIXTH: The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name and mailing address of person who is to serve as director until the first annual meeting of stockholders or until their successors are elected and qualify as follows:

Name and address of director:

Joan A Layne	7815 N. Dale Mabry Highway, Suite, 210, Tampa, Fl. 33614
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SEVENTH: The Directors shall have powers to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to

be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation

With the consent in writing, and pursuant to a vote of the holders of the majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stock holders.

The stockholders and directors shall have power to hold their meetings and to keep the key books, documents and papers of the Corporation outside of the State of Florida, at such places as may from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the Laws of Florida.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the Third paragraph and each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Florida, to make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

I, THE UNDERSIGNED, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED AT: TAMPA
STATE OF: FLORIDA
COUNTY OF: HILLSBOROUGH


Joan A. Layne

This 20, day of June, 1996

STATE OF FLORIDA)
)

COUNTY OF HILLSBOROUGH)

before me, the undersigned authority, in and for said County and state, on this day personally appeared Joan A. Layne, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed said instrument, and known to me to be the incorporator of GS CARE CORP., and acknowledged to me that she executed said instrument for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

IN witness whereof, I hereunto set my hand and official seal this 20th. day of June, 1996

Carol A. Hanlon

Notary Public

Commission Expiration Date



CAROL A. HANLON
My Comm Exp. 10/02/96
Bonded By Service Ins
No. CC229916
H Hanlon & Son P.A.