

AUG-13-96 7:08

KRAMER GREEN ZUCKERMAN K

FAX NO. 3058811605

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PUBLIC ACCESS SYSTEM
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STATE OF FLORIDA SUITE 405 SOUTH
409 EAST GAINES STREET HOLLYWOOD FL 33021-00
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ALL CARE USA MEDICAL SPECIALTIES, INC.
FAX AUDIT NUMBER: H96000011298 CURRENT STATUS: REQUESTED
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AUG-13-00 TUE 17:00

KRAMER GREEN ZUCKERMAN K

FAX NO. 3050811805

P. 02

H96000011290

ARTICLES OF INCORPORATION
OF
ALL CARE USA MEDICAL SPECIALTIES, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is ALL CARE USA MEDICAL SPECIALTIES, INC.

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is 945 West Commercial Boulevard, Fort Lauderdale, FL 33309.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

Prepared by: Mitchell F. Green, Esq.; Bar No. 358789
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Boulevard, Suite 485 South
Hollywood, Florida 33021
Phone: (954) 966-2112

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ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

This Corporation shall issue two (2) classes of common stock, to-wit:

1. Voting common stock; and
2. Nonvoting common stock.

The two (2) classes of common stock, except for their voting rights, shall be identical in all respects, including but not limited to their rights, preferences and obligations.

Each share of voting common stock of this Corporation shall entitle the holder of record hereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Mitchell F. Green, and the name of the initial registered agent of this corporation at that address is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one

(1). The name and address of the initial director of this corporation is:

Aubrie Goldberg
945 West Commercial Boulevard
Fort Lauderdale, FL 33309

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Aubrie Goldberg
945 West Commercial Boulevard
Fort Lauderdale, FL 33309

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


Aubrie Goldberg
Initial Director/Incorporator

AUG-13-96 TUE 17:11

KRAHER GREEN ZUCKERMAN K FAX NO. 3058011805

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is
submitted:

FIRST - That ALL CARE USA MEDICAL SPECIALTIES, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business at 945
West Commercial Boulevard, City of Fort Lauderdale, State of Florida, has named Mitchell
F. Green, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State
of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

Aubrie Goldberg

TITLE: Incorporator

DATE: 8/13/96

Having been named to accept service of process for the above-stated corporation, at
the place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.

SIGNATURE: 

Mitchell F. Green
Registered Agent

DATE: 8/13/96