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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/22/96--01044--011
****131.25 ****131.25


RE: TRUECARE MEDICAL SERVICES, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of our proposed Articles of Incorporation. Additionally, you will find enclosed a check for \$131.25 filing fees. If you would please file these Articles of Incorporation and return one copy along with the corporate certificate, it would be greatly appreciated.

Once again thank you for your prompt attention to this matter.

Sincerely,


Bilal A. Saleh- Registered Agent
22168 Garmisch Way
Brooksville, FL 34601
(352) 796-5303
10/15/96

FILED
96 OCT 21 AM 11:57
TALLAHASSEE, FLORIDA

Enclosures

F. CHASSER

OCT 23 1996

ARTICLES OF INCORPORATION
OF
TRUECARE MEDICAL SERVICES, INC.

FILED
96 OCT 21 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE 1. NAME

The name of the corporation is TRUECARE MEDICAL SERVICES, INC.

ARTICLE 2. ADDRESS OF CORPORATION

The address of the corporation is 22168 Garmisch Way, Brooksville, Florida 34601.

ARTICLE 3. DURATION

This corporation shall exist perpetually.

ARTICLE 4. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. Without limiting or restricting in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, the corporation shall have the following general powers:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(d) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(e) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(f) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(g) To have and exercise all powers necessary or convenient to effect its purposes.

(h) To indemnify any person who was or is made a party, or is threatened to be made a party, to any proceeding by reason of his having served as a director, officer, employee or agent of the corporation all as provided by applicable law.

(i) To purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer, or otherwise dispose of its won shares.

ARTICLE 5. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock of one class only, having no par value.

ARTICLE 6. PREEMPTIVE RIGHTS

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE 7. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Bilal A. Saleh
22168 Garnisch Way
Brooksville, FL 34601

ARTICLE 8. INCORPORATOR(S)

The names of the incorporators to these Articles of Incorporation are:


Bilal A. Saleh
Abida M. Saleh

ARTICLE 9. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares entitled to vote thereon.

The undersigned incorporators have executed these Articles of Incorporation this **15th** day of **October**, 1996.


Signature


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TrueCare Medical Services, Inc.
2. The name and address of the registered agent and office is:

Bilal A. Saleh
(Name)

22168 Garmisch Way
(Address)

Brooksville, FL 34601
(City/State/Zip)

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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.


(Signature)

10/15/96
(Date)