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FLORIDA DIVISION OF CORPORATION
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((H96000015683 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: TOTAL FAMILY CARE HOLDINGS, INC.
AUDIT NUMBER.....H96000015683
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

594-5080
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**ARTICLES OF INCORPORATION
OF
TOTAL FAMILY CARE HOLDINGS, INC.**

FILED
NOV - 6 PM 4:42
SECRETARY OF STATE
FLORIDA

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

TOTAL FAMILY CARE HOLDINGS, INC.

ARTICLE II

The initial post office address of the principle office of this corporation in the State of Florida will be:

9241 East Calusa Club Drive
Miami, FL 33186

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

Prepared by
Tomas Gonzalez
9241 East Calusa Club Drive
Miami, FL 33186
(305)265-7955

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ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows :

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	7,500	\$ 1.00

ARTICLE V

The amount of capital this corporation will begin business with is:

FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have THREE directors initially. The number of Directors may be increased or diminished from time to time, as provided by the By-Laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successor is chosen shall be:

Tomas Gonzalez
9241 East Calusa Club Drive
Miami, FL 33186

Alfredo Hernandez
6767 Collins Avenue 1008
Miami Beach, FL 33141

Emilia Molina
15820 SW 203 Avenue
Miami, FL

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ARTICLE IX

The name and address of the officers of the Corporation, who shall hold office until their successor is chosen shall be:

Tomas Gonzalez
9241 East Calusa Club Drive
Miami, FL 33186

President

Alfredo Hernandez
6767 Collins Avenue 1008
Miami Beach, FL 33141

Secretary

Emilia Molina
15820 SW 203 Avenue
Miami, FL

Vice President

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

Tomas Gonzalez
9241 East Calusa Club Drive
Miami, FL 33186

ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

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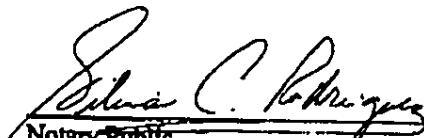
IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 6th. day of November of 1996, and do declare it to be true and correct.

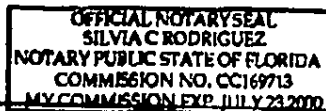

Tomas Gonzalez
9241 East Calusa Club Drive
Miami, FL 33186

COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 6th. day of November of 1996 before me, a notary public, personally appeared TOMAS GONZALEZ who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the sole incorporator and executor of the foregoing Articles of Incorporation, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 6th. day of November of 1996.


Notary Public



My commission expires

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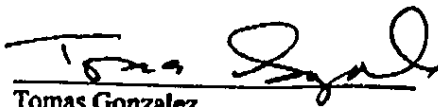
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ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, TOMAS GONZALEZ, a natural person with an address of 9241 East Calusa Club Drive, Miami, FL 33186, do hereby accept the appointment of Registered Agent of TOTAL FAMILY CARE HOLDINGS, INC. on this 6th. day of November of 1996.



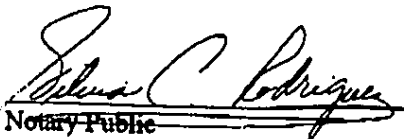
Tomas Gonzalez
9241 East Calusa Club Drive
Miami, FL 33186

FILED
NOV - 6 PM 4:12
CLERK OF DISTRICT COURT
JULIA A. GORDON

COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 6th. day of November of 1996 before me, a notary public, personally appeared TOMAS GONZALEZ who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the Registered Agent and executor of the foregoing Acceptance of Registered Agent Appointment, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 6th. day of November of 1996.


Notary Public

OFFICIAL NOTARY SEAL
SILVIA C RODRIGUEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC169713
MY COMMISSION EXP. JULY 22, 2000

My commission expires

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