

TRANSMITTAL LETTER

P96000100323

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

800002024468--9
-12/10/96--01074--007
****122.50 ****122.50

SUBJECT: HealthCare Professionals, Inc.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u> </u> \$70.00	<u> </u> \$78.50	<u> x </u> \$122.50	<u> </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: Stephen C. Shepherd
7917 Canyon Lake Circle
Orlando, Florida 32835

(407) 298-9242 Daytime Phone

EFFECTIVE DATE
Jan. 1, 1997

FILED
96 DEC -9 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
12/11/96

NOTE: Please provide the original and one copy of the articles.

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
FOR-PROFIT CORPORATION**

FILED
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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 I NAME

EFFECTIVE DATE
Jan. 1, 1997

The name of the Corporation shall be: HealthCare Professionals, Inc.

ARTICLE II PRINCIPAL OFFICE

The principle place of business and mailing address of this corporation shall be:

7917 Canyon Lake Circle
Orlando, Florida 32835

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000 shares of common stock

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent is:

Stephen C. Shepherd
7917 Canyon Lake Circle
Orlando, Florida 32835

(See attached form - Registered Agent Acceptance)

ARTICLE V INCORPORATOR(S)

The name and street address of each incorporator to these Articles of Incorporation:

Stephen C. Shepherd
7917 Canyon Lake Circle
Orlando, Florida 32835

The initial directors of the Corporation are:

Stephen C. Shepherd
7917 Canyon Lake Circle
Orlando, Florida 32835

Keith N. Carter
1015 South Hiawasse Rd. Apt. 3528
Orlando, Florida 32835

The par value of common stock is set at \$.01 per share.

ARTICLE VI EFFECTIVE DATE

The effective date of incorporation is to be January 1, 1997.

The undersigned incorporators have executed these Articles of Incorporation this 6th day of December, 1996.



Signature

STATE OF FLORIDA

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

FILED

96 DEC -9 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

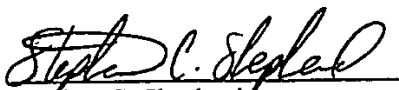
**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is: **HealthCare Professionals, Inc.**

2. The name and address of the registered agent and office is:

Stephen C. Shepherd
7917 Canyon Lake Circle
Orlando, Florida 32835

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.


Stephen C. Shepherd
Registered Agent

12/6/96
Date