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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PROFESSIONAL CARE ASSOCIATES, INC.

AUDIT NUMBER.....H97000000645

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
PROFESSIONAL CARE ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

I
NAME

The name of the corporation is: PROFESSIONAL CARE ASSOCIATES, INC.

II
NATURE OF BUSINESS

The general nature of this business to be transaction by this corporation is:

1. To engage in any activity or business permitted under the laws of the State of Florida.

2. To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in with goods, wares, merchandise, real and personal property, and services, of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery companies, building and loan association, fraternal benefit society, state fair or

PREPARED BY: BERNARD I. RAPPAPORT, ATTORNEY AT LAW
10700 N. KENDALL DR. Miami, FL 33131
FLORIDA BAR NUMBER 190410

TELEPHONE 305-214-2922

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exposition.

3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell or convey, lease or otherwise dispose of, real and personal property, including franchise, patents, copyrights, trademarks, an license, in the State of Florida, and in all other States and Countries.

4. To contract debts and borrow money, issue and sell, or pledge bonds, debentures, and notes, and other evident of indebtedness, and execute such mortgage, transfers of corporate property, or other instruments, to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same, or other character of business.

6. To guarantee endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire, or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness, created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock, to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,200) shares of common stock having a

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nominal par value of fifty cents (\$0.50).

IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

V
TERM OF EXISTENCE

This corporation shall exist perpetually.

VI
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 10825 SW 152 Terr. Miami, FL 33157. The Board of Directors, may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

VII
DIRECTORS

This corporation shall be exercised by a board of one (1) or more directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

VIII
INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

NAME	ADDRESS
Earl Nottaqo	10825 SW 152 Terr. Miami, FL 33157
Simona James	4025 SW 152 Ave. Miramar, FL 33027

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Lucia Robitaille

8701 SW 14 St.
Pembroke Pines, FL 33028

IX SUBSCRIBERS

The names and addresses of each subscriber of these Articles of Incorporation, and the number of shares each agrees to take and the value of the consideration are:

NAME AND ADDRESS	SHARES	CONSIDERATION
Earl Nottage 10825 SW 152 Terr. Miami, FL 33157	400	\$500.00

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be adopted by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting, by a majority of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

SUBSCRIBER:


Earl NottageSTATE OF FLORIDA)
COUNTY OF DADE)

I CERTIFY that on this day, before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared Earl Nottage to me known to be the person described as subscriber or who produced _____ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed the same and did (did not) take

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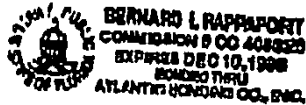
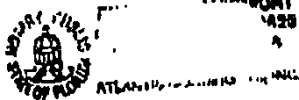
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an oath.

WITNESS my hand and seal in the County of Dade, State of
Florida, on this 10 day of JANUARY 1997.


NOTARY PUBLIC

My commission expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that PROFESSIONAL CARE ASSOCIATES, INC., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the County of Dade, State of Florida, has named Karl Nottage 10825 SW 152 Terr. Miami, FL 33157 as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, with the provisions of said Act to keeping open said office in accordance with applicable Florida Statutes.


Karl Nottage
Resident Agent

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