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January 23, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Fla. 32301

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-01/30/97--01036--011
****122.50 ****122.50

RE: SANDAE HEALTH CARE, INC.
Please note the date of incorporation 1/23/97

Dear Sir:

Enclosed herewith may be found the original and one copy of the Articles of Incorporation on the above referenced corporation together with my trust account check in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>
Total	\$122.50

Thank you,


Joseph DeGance

JD:jd
Enc.

FILED
97 JAN 30 PM 4:35
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SANDAE'S HEALTH CARE, INC.**

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SECRET
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is: SANDAE'S HEALTH CARE, INC.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue Five Thousand shares of One Dollar par value common stock, which shall be designated "Common Shares".

SECTION 2. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash 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 pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICERS AND AGENT

The street address of the initial registered offices of this corporation is 1620 S. Ocean Blvd., #11-L, Pompano Beach, Fla. 33062 and the name of the initial registered agent of this corporation at that address is SANDAE VRANTSIDIS. Said address of the Registered Officer and Agent are the same address as the Corporation.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than 1. The names and addresses of the initial directors of this corporation are:

SANDAE VRANTSIDIS
1620 S. Ocean Blvd., #11-L
Pompano Beach, Fla. 33062

ARTICLE VIII
INCORPORATORS

The names and addresses of the persons signing these articles are:

SANDAE VRANTSIDIS
1620 S. Ocean Blvd., #11-L
Pompano Beach, Fla. 33062

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

ARTICLE XIV

BEGINNING OF CORPORATE EXISTENCE

The date when corporate existence shall begin this date January 23, 1997.

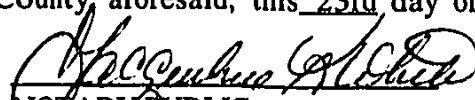
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23 day of January, 1997.


SUBSCRIBER

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SANDAE VRANTSIDIS known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation. She produced a Florida Driver's License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of January, 1997.


NOTARY PUBLIC

My Commission Expires OCT 01, 2000
JACQUELINE K. WHITE
COMMISSION # CC389959
EXPIRES OCT 01, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

DESIGNATION OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That SANDAE'S HEALTH CARE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Pompano Beach, County of Broward, State of Florida, has named: SANDAE VRANTSIDIS, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


SANDAE VRANTSIDIS

FILED

97 JAN 30 PM 4: 35

SEC
TALLAHASSEE, FLORIDA