

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: PrimaCare, Inc.

	C.C. FEE.	DISBURSE
Capital E		
Art. of Amend. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s) photo		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) _____ pgs.		

**SUBTOTALS**

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE 5/14/97TIME 12:00 CK No. \_\_\_\_\_BY LSWALK-IN  
Will Pick Up \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
PRIMACARE, INC.

97 MAY 14 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

PRIMACARE, INC.

Its business shall be carried out at Broward County, Florida, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors .

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows :

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes Section 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be One Thousand (1,000.00) shares of Common Stock at One (\$1.00) Dollar par value. All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at just valuation to be fixed by the Incorporator or by the Directors at a meeting called for such purpose.

#### ARTICLE IV

This Corporation shall begin business with a capital of Five Hundred (\$500.00) Dollars and the undersigned Incorporator does hereby state that there has already been paid into the Corporation on behalf of the subscriber set forth herein the sum of Five Hundred (\$500.00) Dollars.

#### ARTICLE V

This Corporation shall exist perpetually.

#### ARTICLE VI

The principal place of business of this Corporation shall be located in Broward County, Florida, and may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary and convenient.

#### ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-Laws of this Corporation. Directors need not be stockholders.

#### ARTICLE VIII

The names and post office address of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until their successors are elected and have qualified are :

Joemar Vedad  
4730 SW 42nd Terrace  
Fort Lauderdale, FL 33314

Jose Martins Pintor, Jr.  
4730 SW 42nd Terrace  
Fort Lauderdale, FL 33314

## ARTICLE IX

The offices to be held by the above named Directors are as follows :

Joemar Vedad, President and Secretary  
Jose Martins Pintor, Jr., Vice-president and Treasurer

The name and post office address of the subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which they agree to take is as follows :

NAME	ADDRESS	SHARES	VALUE
Joemar Vedad	4730 SW 42nd Terrace Fort Lauderdale, FL 33314	500	\$500.00
Jose Martins Pintor, Jr.	4730 SW 42nd Terrace Fort Lauderdale, FL 33314	500	\$500.00

The address of the corporation shall be :

4730 SW 42nd Terrace  
Fort Lauderdale, FL 33314

## ARTICLE X

The name and address of the initial registered agent is :

Ronald S. Asnes  
701 Promenade Drive, Suite 200  
Pembroke Pines, FL 33026

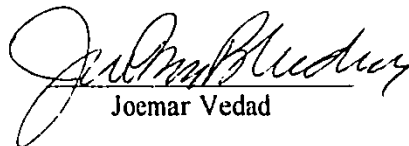
ARTICLE XI

The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and the transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

ARTICLE XII

The commencement of Corporate existence shall be on filing the Articles of Incorporation by the Department of State.

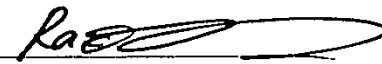
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 12<sup>th</sup> day of May, 1997.

  
Joemar Vedad

STATE OF FLORIDA           )  
  ) ss:  
COUNTY OF Broward    )

Before me, the undersigned authority, personally appeared Joemar Vedad to me well known to be the person described in or who presented Driver License as identification, and who executed and subscribed the foregoing Articles of Incorporation and he acknowledged, before me, that he executed the same and subscribed to the same for the purposes therein expressed.

Witness my hand and official seal at Pembroke Pines,  
Broward County, Florida, this 12<sup>th</sup> day of May,  
199 7.

  
Notary Public Ronald S. Asnes

My Commission Expires:



RONALD S ASNES  
My Commission CC317227  
Expires Oct. 02, 1997  
Bonded by ANB  
800-852-5878

PRIMACARE, INC.


CERTIFICATE DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

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

First, that PRIMACARE, INC., a Florida corporation qualified to do business under the laws of this State, with its principal office at Broward County, Florida, has appointed Ronald S. Asnes, 701 Promenade Drive, Suite 200, Pembroke Pines, FL, 33026 as its agent to accept service of process within this State.

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

5/12/97  
Date

By:   
Ronald S. Asnes  
Resident Agent

FILED  
97 MAY 14 PM 1:33  
CLERK OF DISTRICT COURT  
NORTH DAKOTA